SEC Form 4

П

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

Check this box if no longer subject to
Section 16. Form 4 or Form 5
obligations may continue. See
Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL							
OMB Number:	3235-0287						
Estimated average bu	rden						

	nours per response:	0.5
•	eporting Person(s) to Issuer	

1. Name and Address of Reporting Person [*] Walsh Jeffrey T.		n*	2. Issuer Name and Ticker or Trading Symbol <u>bluebird bio, Inc.</u> [BLUE]	(Check	tionship of Reporting Pe all applicable) Director Officer (give title	erson(s) to Issuer 10% Owner Other (specify
(Last) C/O BLUEBIRE 150 SECOND S		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 06/10/2015	X	below) Chief Operating	below)
(Street) CAMBRIDGE (City)	MA (State)	02141 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	idual or Joint/Group Fili Form filed by One Re Form filed by More th Person	porting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code (8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V		Amount	(A) or (D) Price		Transaction(s) (Instr. 3 and 4)		
Common Stock	06/10/2015		М		10,455	A	\$2.09	10,455	D	
Common Stock	06/10/2015		М		545	A	\$2.09	11,000	D	
Common Stock	06/10/2015		S ⁽¹⁾		2,200	D	\$178.6126(2)	8,800	D	
Common Stock	06/10/2015		S ⁽¹⁾		3,610	D	\$179.2419 ⁽³⁾	5,190	D	
Common Stock	06/10/2015		S ⁽¹⁾		4,332	D	\$180.316 ⁽⁴⁾	858	D	
Common Stock	06/10/2015		S ⁽¹⁾		858	D	\$181.33	0	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code (8)		of Derivative Securities Acquired (A) or Disposed		6. Date Exercisable and Expiration Date (Month/Day/Year)		e and of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v		D) (Instr. and 5)	Date Exercisable	Expiration Date	Amount or Number of Shares			Transaction(s) (Instr. 4)		
Stock Option (right to buy)	\$2.09	06/10/2015		М			10,455	(5)	07/13/2021	Common Stock	10,455	\$0.00	50,278	D	
Stock Otpion (right to buy)	\$2.09	06/10/2015		М			545	(5)	07/13/2021	Common Stock	545	\$0.00	12,235	D	

Explanation of Responses:

1. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on September 26, 2014.

2. The range of prices for the transaction reported on this line was \$178.02 to \$178.83. The average weighted price was \$178.6126. The reporting person will provide, upon request by the SEC, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

3. The range of prices for the transaction reported on this line was \$179.00 to \$179.78. The average weighted price was \$179.2419. The reporting person will provide, upon request by the SEC, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

4. The range of prices for the transaction reported on this line was \$180.00 to \$180.90. The average weighted price was \$180.3160. The reporting person will provide, upon request by the SEC, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price

5. This option vests over a four-year period, at a rate of twenty-five percent (25%) on May 16, 2012 and in 36 equal monthly installments thereafter.

Remarks:

/s/ Jason F. Cole, Attorney-in-06/11/2015

** Signature of Reporting Person

Fact

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.