SEC Form 4

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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 burden

-	
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1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol bluebird bio, Inc. [BLUE]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
Davidson Dav	<u>v1d</u>				Director	10% Owner			
				X	Officer (give title below)	Other (specify below)			
(Last) C/O BLUEBIRE	(First) D BIO, INC.	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/02/2018		Chief Medical	,			
60 BINNEY ST	REET								
			4. If Amendment, Date of Original Filed (Month/Day/Year)		idual or Joint/Group Filin	g (Check Applicable			
(Street)				Line)	Form filed by One Rep	orting Person			
CAMBRIDGE	MA	02142			Form filed by More tha	0			
(City)	(State)	(Zip)							

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			
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)		
Common Stock	05/02/2018		М		13,000	Α	\$24.47	37,905	D			
Common Stock	05/02/2018		S ⁽¹⁾		1,100	D	\$ 173.2455 ⁽²⁾	36,805	D			
Common Stock	05/02/2018		S ⁽¹⁾		1,000	D	\$174.405 ⁽³⁾	35,805	D			
Common Stock	05/02/2018		S ⁽¹⁾		1,703	D	\$ 175.6065 ⁽⁴⁾	34,102	D			
Common Stock	05/02/2018		S ⁽¹⁾		1,000	D	\$176.5456(5)	33,102	D			
Common Stock	05/02/2018		S ⁽¹⁾		3,299	D	\$177.8962(6)	29,803	D			
Common Stock	05/02/2018		S ⁽¹⁾		1,200	D	\$178.9958(7)	28,603	D			
Common Stock	05/02/2018		S ⁽¹⁾		698	D	\$ 179.5644 ⁽⁸⁾	27,905	D			
Common Stock	05/02/2018		S ⁽¹⁾		3,000	D	\$180.0358 ⁽⁹⁾	24,905	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		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount 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 Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (right to buy)	\$24.47	05/02/2018		М			13,000	(10)	03/03/2024	Common Stock	13,000	\$0.00	27,000	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 December 13, 2017.

2. The range in prices for the transaction reported on this line was \$172.95 to \$173.85. The average weighted price was \$173.2455. The reporting person will provide, upon request by the SEC, the issuer or security holder of the issuer, full information regarding the number of shares sold at each separate price.

3. The range in prices for the transaction reported on this line was \$173.95 to \$174.90. The average weighted price was \$174.4050. The reporting person will provide, upon request by the SEC, the issuer or security holder of the issuer, full information regarding the number of shares sold at each separate price.

4. The range in prices for the transaction reported on this line was \$175.20 to \$175.95. The average weighted price was \$175.6065. The reporting person will provide, upon request by the SEC, the issuer or security holder of the issuer, full information regarding the number of shares sold at each separate price.

5. The range in prices for the transaction reported on this line was \$176.25 to \$176.95. The average weighted price was \$176.5456. The reporting person will provide, upon request by the SEC, the issuer or security holder of the issuer, full information regarding the number of shares sold at each separate price.

6. The range in prices for the transaction reported on this line was \$177.45 to \$178.40. The average weighted price was \$177.8962. The reporting person will provide, upon request by the SEC, the issuer or security holder of the issuer, full information regarding the number of shares sold at each separate price.

7. The range in prices for the transaction reported on this line was \$178.45 to \$179.35. The average weighted price was \$178.9958. The reporting person will provide, upon request by the SEC, the issuer or security holder of the issuer, full information regarding the number of shares sold at each separate price.

8. The range in prices for the transaction reported on this line was \$179.45 to \$179.70. The average weighted price was \$179.5644. The reporting person will provide, upon request by the SEC, the issuer or security holder of the issuer, full information regarding the number of shares sold at each separate price.

9. The range in prices for the transaction reported on this line was \$180.00 to \$180.15. The average weighted price was \$180.0358. The reporting person will provide, upon request by the SEC, the issuer or security holder of the issuer, full information regarding the number of shares sold at each separate price.

10. This option vests over a four-year period, at a rate of twenty-five percent (25%) on January 1, 2015 and in 36 equal monthly installments thereafter.

Remarks:

/s/ Jason F. Cole, Attorney-in- 05/04/2018

<u>Fact</u>

** Signature of Reporting Person 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.