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 Fotimated evenese burden

Estimated average burden hours per response: 0.5

1. Name and Address of Reporting Person <sup>*</sup> Gregory Philip D			2. Issuer Name <b>and</b> Ticker or Trading Symbol <u>bluebird bio, Inc.</u> [ BLUE ]		tionship of Reporting Perso all applicable) Director	10% Owner	
(Last)     (First)     (Middle)       C/O BLUEBIRD BIO, INC.     60 BINNEY STREET       (Street)     (Street)       CAMBRIDGE     MA       (City)     (State)       (Zip)		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/17/2019	Х	Officer (give title below) Chief Scientific C	Other (specify below) Officer	
			4. If Amendment, Date of Original Filed (Month/Day/Year)		vidual or Joint/Group Filing (Check Applicable Form filed by One Reporting Person Form filed by More than One Reporting 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)	Transaction Code (Instr.		4. Securities Disposed Of			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)		(1150.4)
Common Stock	12/17/2019		М		1,800	A	\$50.51	30,892	D	
Common Stock	12/17/2019		<b>S</b> <sup>(1)</sup>		1,800	D	<b>\$94.305</b> <sup>(2)</sup>	29,092	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	and		Date Exercisable	Expiration Date	Title	Amount or Number of Shares		(		
Stock Option (right to buy)	\$50.51	12/17/2019		М			1,800	(3)	03/01/2026	Common Stock	1,800	\$0.00	6,800	D	

Explanation of Responses:

1. The sales reported in this Form 4 were effected pursuant to a 10b5-1 trading plan adopted by the reporting person on July 2, 2018.

2. The range in prices for the transaction reported on this line was \$94.00 to \$94.54. The average weighted price was \$94.305. 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. This option vests over a four-year period, at a rate of twenty-five percent (25%) on January 4, 2017 and in 36 equal monthly installments thereafter.

**Remarks:** 

### <u>/s/ Helen C. Fu, Attorney-in-</u> Fact

\*\* Signature of Reporting Person

Date

12/19/2019

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.