Common Stock

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

	OMB APPROVAL
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OMB Number: 3235-0287 Estimated average burden 0.5 hours per response:

(Instr. 4)

D

D

Reported

(Instr. 3 and 4)

38,946

39,276

36 448

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

1. Name and Addres Davidson Dav		rson*		Issuer Name and I luebird bio, In		0)	(Check	tionship of Reportin all applicable) Director Officer (give title	10% (
(Last) C/O BLUEBIRD 60 BINNEY STE		(Middle	,	Date of Earliest Tra 7/05/2019	ansaction (Mo	nth/Day/Year)	X	Chief Med	below lical Officer	below) fficer	
(Street) CAMBRIDGE MA 02142 (City) (State) (Zip)				If Amendment, Dat	e of Original F	iiled (Month/Day/Year)	Individual or Joint/Group Filing (Check Applicable Line) X 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											
Date			2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and	l 5)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership	

Code

M

M

 $S^{(1)}$

0770072015		2,020		Ψ120.27 02	50,110		
07/05/2019	S ⁽¹⁾	832	D	\$129.3168 ⁽³⁾	35,616	D	
07/05/2019	S ⁽¹⁾	3,300	D	\$130.0464 ⁽⁴⁾	32,316	D	
07/05/2019	S ⁽¹⁾	700	D	\$131.7686 ⁽⁵⁾	31,616	D	

Amount

7,330

330

2.828

(A) or (D)

A

A

D

Price

\$50.51

\$5.5004

\$128.2762(2)

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)	Code (Transaction of Code (Instr. Derivative		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)	\$50.51	07/05/2019		M			7,330	(6)	03/01/2026	Common Stock	7,330	\$0.00	19,745	D	
Stock Option (right to	\$5.5004	07/05/2019		M			330	(7)	01/16/2023	Common Stock	330	\$0.00	0	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 January 10, 2019.

07/05/2019

07/05/2019

07/05/2019

- 2. The range in prices for the transaction reported on this line was \$127.92 to \$128.89. The average weighted price was \$128.2762. 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 \$128.93 to \$129.83. The average weighted price was \$129.3168. 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 \$129.94 to \$130.91. The average weighted price was \$130.0464. 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 \$131.26 to \$132.23. The average weighted price was \$131.7686. 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. 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.
- 7. This option to purchase shares of our common stock was granted on January 16, 2013 with performance-based vesting criteria that were met as of January 1, 2013 and April 1, 2013. The shares underlying these options vested as follows: 25% vested on January 1, 2014 and April 1, 2014, respectively, with the remainder of the shares vesting in equal monthly installments over the following three years.

Remarks:

/s/ Jason F. Cole, Attorney-in-

07/09/2019

Fact

** 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.