SEC Form 4

FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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1. Name and . Walsh Je	Address of Reporting P	erson [*]	2. Issuer Name and Ticker or Trading Symbol bluebird bio, Inc. [BLUE]		tionship of Reporting Person(s) to Issuer all applicable) Director 10% Owner		
	(First) BIRD BIO, INC. ND STREET	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/12/2015	X	Officer (give title below) Chief Operatin	Other (specify below)	
(Street) CAMBRID	DGE MA (State)	02141 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	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)	3. Transa Code (8)				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	01/12/2015		М		10,500	A	\$2.09	10,500	D			
Common Stock	01/12/2015		S ⁽¹⁾		1,196	D	\$99.5288 ⁽²⁾	9,304	D			
Commons Stock	01/12/2015		S ⁽¹⁾		1,290	D	\$100.4917 ⁽³⁾	8,014	D			
Common Stock	01/12/2015		S ⁽¹⁾		1,029	D	\$102.2111 ⁽⁴⁾	6,985	D			
Common Stock	01/12/2015		S ⁽¹⁾		1,432	D	\$104.076 ⁽⁵⁾	5,553	D			
Common Stock	01/12/2015		S ⁽¹⁾		5,553	D	\$105.2712 ⁽⁶⁾	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		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)	\$2.09	01/12/2015		М			10,500	(7)	07/13/2021	Common Stock	10,500	\$0.00	100,307	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 October 11, 2013.

2. The range of prices for the transaction reported on this line was \$99.02 to \$99.95. The average weighted price was \$99.5288. 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 \$100.30 to \$101.14. The average weighted price was \$100.4917. 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 \$102.00 to \$102.78. The average weighted price was \$102.2111. 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. The range of prices for the transaction reported on this line was \$103.48 to \$104.44. The average weighted price was \$104.0760. 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.

6. The range of prices for the transaction reported on this line was \$104.62 to \$105.62. The average weighted price was \$105.2712. 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.

7. 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-

Fact

01/14/2015

** 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.