SEC Form 4

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

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

to Section 16. Fo obligations may Instruction 1(b).			Filed pursuant to Section 16(a) of the Securities Exchange Act of 193 or Section 30(h) of the Investment Company Act of 1940	4	Estimated average b hours per response:	
1. Name and Addre <u>Gregory Phil</u> (Last) C/O BLUEBIRI 60 BINNEY ST	ip D (First) D BIO, INC.	erson* (Middle)	2. Issuer Name and Ticker or Trading Symbol <u>bluebird bio, Inc.</u> [BLUE] 3. Date of Earliest Transaction (Month/Day/Year) 06/02/2020	(Check all applicate Director X Officer (gibelow)	10%	6 Owner er (specify ow)
(Street) CAMBRIDGE (City)	MA (State)	02142 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	Line) X Form fileo Form fileo Person	nt/Group Filing (Chee I by One Reporting F I by More than One F	Person
	7	Table I - Non-De	rivative Securities Acquired Disposed of or Bene	ficially Owned		

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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
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(1150.4)	(Instr. 4)
Common Stock	06/02/2020		S		14(1)	D	\$63.3626 ⁽²⁾	36,205	D	
Common Stock	06/02/2020		S		45 ⁽¹⁾	D	\$64.2432 ⁽³⁾	36,160	D	

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

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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 Exerc Expiration Da (Month/Day/Y	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				

Explanation of Responses:

1. Shares were sold to cover tax withholding obligations incurred in connection with the vesting of Restricted Stock Units.

2. The range in prices for the transaction reported on this line was \$62.76 to \$63.57. The average weighted price was \$63.3626. 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 \$63.76 to \$64.30. The average weighted price was \$64.2432. 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.

Remarks:

/s/ Helen C. Fu, Attorney-in-Fact

06/04/2020

** 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.