## 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

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1. Name and Addro Finer Mitche	1 0	erson*	2. Issuer Name and Ticker or Trading Symbol bluebird bio, Inc. [ BLUE ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/22/2015	X Officer (give title Other (specify below) Chief Scientific Officer
C/O BLUEBIRD BIO, INC. 150 SECOND STREET			4. If Amendment, Date of Original Filed (Month/Dav/Year)	6. Individual or Joint/Group Filing (Check Applicable
(Street) CAMBRIDGE	MA 02141			X Form filed by One Reporting Person Form filed by More than One Reporting Person
(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)					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	05/22/2015		М		15,000	A	\$5.5004	15,000	D			
Common Stock	05/22/2015		S <sup>(1)</sup>		1,600	D	<b>\$166.3918</b> <sup>(2)</sup>	13,400	D			
Common Stock	05/22/2015		S <sup>(1)</sup>		1,450	D	\$168.1972 <sup>(3)</sup>	11,950	D			
Common Stock	05/22/2015		S <sup>(1)</sup>		2,000	D	\$169.2465 <sup>(4)</sup>	9,950	D			
Common Stock	05/22/2015		S <sup>(1)</sup>		3,794	D	\$170.2365(5)	6,156	D			
Common Stock	05/22/2015		S <sup>(1)</sup>		1,653	D	\$171.3473(6)	4,503	D			
Common Stock	05/22/2015		S <sup>(1)</sup>		4,003	D	\$172.4674(7)	500	D			
Common Stock	05/22/2015		S <sup>(1)</sup>		500	D	\$173.3903 <sup>(8)</sup>	0	D			

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

(cigi, paro, par															
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 (	saction e (Instr. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		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)	\$5.5004	05/22/2015		М			15,000	(9)	01/16/2023	Common Stock	15,000	\$0.00	100,550	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 22, 2014.

2. The range of prices for the transaction reported on this line was \$166.33 to \$166.55. The average weighted price was \$166.3918. 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 \$167.78 to \$168.5050. The average weighted price was \$168.1972. 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 \$168.82 to \$169.80. The average weighted price was \$169.2465. 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 \$169.97 to \$170.80. The average weighted price was \$170.2365. 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 \$171.00 to \$172.00. The average weighted price was \$171.3473. 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. The range of prices for the transaction reported on this line was \$172.01 to \$173.01. The average weighted price was \$172.4674. 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.

8. The range of prices for the transaction reported on this line was \$173.02 to \$173.91. The average weighted price was \$173.3903. 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.

9. This option to purchase shares of our common stock granted on January 16, 2013 with performance-based vesting criteria that were met as of January 1, 2013. The shares underlying these options vested as follows: 25% vested on January 1, 2014, with the remainder of the shares vesting in equal monthly installments over the following three years.

Remarks:

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

Fact

05/27/2015

\*\* 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.