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									
Estimated average burden										
hours per response.	0.5									

1. Name and Address of Reporting Person*		erson*	2. Issuer Name and Ticker or Trading Symbol bluebird bio, Inc. [BLUE]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
Leschly Nic	<u>K</u>		,,,	X	Director	10% Owner			
(Last)	(First) (Middle)		3. Date of Earliest Transaction (Month/Day/Year)	x	Officer (give title below)	Other (specify below)			
C/O BLUEBIRD BIO, INC.			03/01/2016		President and	I CEO			
150 SECOND	STREET								
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line)	idual or Joint/Group Filin	g (Check Applicable			
CAMBRIDGE	МА	02141		X	Form filed by One Rep	orting Person			
					Form filed by More tha Person	n One Reporting			
(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)	Code (Instr.					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 ⁽¹⁾	03/01/2016		A		22,500	Α	\$0.00	336,044 ⁽²⁾	D		
Common Stock								17,186	I	Nick Leschly 2001 Trust	

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

	(eigi, paro, bailo, warranto, opnono, convertible occurred)														
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)	\$50.51	03/01/2016		A		90,000		(3)	03/01/2026	Common Stock	90,000	\$0.00	90,000	D	

Explanation of Responses:

1. Restricted stock units for common stock vest over a four-year period at a rate of 25% on 01/04/2017, 25% on 01/04/2018, 25% on 01/04/2019, and 25% on 01/04/2020.

2. 303 shares were acquired under the bluebird bio, Inc. employee stock purchase plan on January 31, 2016.

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:

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

Fact

03/03/2016

** 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.