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

	PROVAL
OMB Number:	3235-0287

hours per response: 0.5	Estimated average burden	
	hours per response:	0.5

1. Name and Address of Reporting Person [*] Walsh Jeffrey T.			2. Issuer Name and Ticker or Trading Symbol bluebird bio, Inc. [BLUE]		ationship of Reporting Pe (all applicable) Director	son(s) to Issuer 10% Owner	
(Last) C/O BLUEBIRI 150 SECOND S		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/11/2015	- X	Officer (give title below) Chief Operatin	Other (specify below) g Officer	
(Street) CAMBRIDGE (City)	MA (State)	02141 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	vidual or Joint/Group Filir Form filed by One Rep Form filed by More tha Person	porting Person	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Table 1- Non-Derivative Sceances Acquired, Disposed of, of Derivitiany 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)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			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	05/11/2015		М		10,455	A	\$2.09	10,455	D			
Common Stock	05/11/2015		М		545	A	\$2.09	11,000	D			
Common Stock	05/11/2015		S ⁽¹⁾		1,120	D	\$160.8035 ⁽²⁾	9,880	D			
Common Stock	05/11/2015		S ⁽¹⁾		2,593	D	\$161.9571 ⁽³⁾	7,287	D			
Common Stock	05/11/2015		S ⁽¹⁾		1,715	D	\$ 162.8321 ⁽⁴⁾	5,572	D			
Common Stock	05/11/2015		S ⁽¹⁾		1,328	D	\$164.0553 ⁽⁵⁾	4,244	D			
Common Stock	05/11/2015		S ⁽¹⁾		1,121	D	\$165.2362 ⁽⁶⁾	3,123	D			
Common Stock	05/11/2015		S ⁽¹⁾		1,901	D	\$166.4062(7)	1,222	D			
Common Stock	05/11/2015		S ⁽¹⁾		1,222	D	\$167.2585 ⁽⁸⁾	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	05/11/2015		М			10,455	(9)	07/13/2021	Common Stock	10,455	\$0.00	60,733	D	
Stock Otpion (right to buy)	\$2.09	05/11/2015		М			545	(9)	07/13/2021	Common Stock	545	\$0.00	12,780	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 September 26, 2014.

9. 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.

^{2.} The range of prices for the transaction reported on this line was \$160.41 to \$161.41. The average weighted price was \$160.8035. 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 \$161.43 to \$162.43. The average weighted price was \$161.9571. 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 \$162.44 to \$163.32. The average weighted price was \$162.8321. 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 \$163.47 to \$164.46. The average weighted price was \$164.0553. 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 \$164.78 to \$165.56. The average weighted price was \$165.2362. 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 \$166.01 to \$166.95. The average weighted price was \$166.4062. 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 \$167.0250 to \$167.52. The average weighted price was \$167.2585. 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.

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

Fact

05/13/2015

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

 \ast 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.