SEC Form 4

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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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			or Section 30(n) of the investment Company Act of 1940						
1. Name and Address of Reporting Person [*] LYNCH DANIEL			2. Issuer Name and Ticker or Trading Symbol <u>bluebird bio, Inc.</u> [BLUE]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
				X	Director	10% Owner			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 08/07/2015		Officer (give title below)	Other (specify below)			
C/O BLUE	BIRD BIO, INC.								
150 SECOND STREET			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line)	vidual or Joint/Group Filing (Check Applicat				
(Street)				X	Form filed by One Re	porting Person			
CAMBRID	GE MA	02141			Form filed by More th Person	an 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)	3. Transa Code (8)					5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership	
Code		Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)		
Common Stock	08/07/2015		М		29,500	A	\$2.0864	29,500	D		
Common Stock	08/07/2015		S ⁽¹⁾		79	D	\$130.56 ⁽²⁾	29,421	D		
Common Stock	08/07/2015		S ⁽¹⁾		286	D	\$131.12 ⁽³⁾	29,135	D		
Common Stock	08/07/2015		S ⁽¹⁾		2,286	D	\$132.29 ⁽⁴⁾	26,849	D		
Common Stock	08/07/2015		S ⁽¹⁾		414	D	\$133.08(5)	26,435	D		
Common Stock	08/07/2015		S ⁽¹⁾		332	D	\$134.1984(6)	26,103	D		
Common Stock	08/07/2015		S ⁽¹⁾		3,353	D	\$135.4 ⁽⁷⁾	22,750	D		
Common Stock	08/07/2015		S ⁽¹⁾		3,642	D	\$136.33 ⁽⁸⁾	19,108	D		
Common Stock	08/07/2015		S ⁽¹⁾		3,968	D	\$140.2458 ⁽⁹⁾	15,140	D		
Common Stock	08/07/2015		S ⁽¹⁾		4,112	D	\$141.16 ⁽¹⁰⁾	11,028	D		
Common Stock	08/07/2015		S ⁽¹⁾		1,898	D	\$142.4455(11)	9,130	D		
Common Stock	08/07/2015		S ⁽¹⁾		3,411	D	\$143.28 ⁽¹²⁾	5,719	D		
Common Stock	08/07/2015		S ⁽¹⁾		1,708	D	\$144.47(13)	4,011	D		
Common Stock	08/07/2015		S ⁽¹⁾		1,277	D	\$145.355 ⁽¹⁴⁾	2,734	D		
Common Stock	08/07/2015		S ⁽¹⁾		521	D	\$146.9958(15)	2,213	D		
Common Stock	08/07/2015		S ⁽¹⁾		328	D	\$148.4585(16)	1,885	D		
Common Stock	08/07/2015		S ⁽¹⁾		311	D	\$149.308(17)	1,574	D		
Common Stock	08/07/2015		S ⁽¹⁾		267	D	\$150.21 ⁽¹⁸⁾	1,307	D		
Common Stock	08/07/2015		S ⁽¹⁾		331	D	\$151.08 ⁽¹⁹⁾	976	D		
Common Stock	08/07/2015		S ⁽¹⁾		223	D	\$151.935(20)	753	D		
Common Stock	08/07/2015		S ⁽¹⁾		369	D	\$151.95 ⁽²¹⁾	384	D		
Common Stock	08/07/2015		S ⁽¹⁾		21	D	\$153.66	363	D		
Common Stock	08/07/2015		S ⁽¹⁾		300	D	\$153.83(22)	63	D		
Common Stock	08/07/2015		S ⁽¹⁾		63	D	\$154.59 ⁽²³⁾	0	D		

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

Derivative Security Conversion or Exercise Date (Month/Day/Year) Execution Date, if any Transaction Code (Instr. of Derivative Expiration Date (Month/Day/Year) of Securities Underlying De Securities	Derivative Security Instr. 5) Beneficially Owned	10. 11. Natt. Ownership 06 Indirect Form: Benefic Direct (D) Ownership or Indirect (Instr. 4)	ect ial hip
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		-	Table II - Deriv (e.g.,					, options,	convertil			Owned			
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)	& ode Transa Code (8)	ction	of Deri Seci Acq (A) (Disp of (E	u (D))er vative urities uired or oosed o) (Instr. and 5)	Expiration Da	Dentis Etater of Statute and 7iffi piration Date of S onth/Day/Year) Unc Der		Titlette and Smacest of Securities Underlying Derivative Security (Instr. 3 and 4)		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)	\$2.0864	08/07/2015		М			29,500	(24)	07/13/2021	Common Stock	29,500	\$0.00	36,008	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 June 25, 2015.

2. The range of prices for the transaction reported on this line was \$130.54 to \$130.58. The average weighted price was \$130.56. 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 \$130.72 to \$131.61. The average weighted price was \$131.12. 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 \$131.85 to \$132.64. The average weighted price was \$132.29. 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 \$132.66 to \$133.65. The average weighted price was \$133.08. 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 \$133.74 to \$134.74. The average weighted price was \$134.1984. 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 \$134.95 to \$135.91. The average weighted price was \$135.40. 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 \$135.92 to \$136.92. The average weighted price was \$136.33. 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. The range of prices for the transaction reported on this line was \$140.00 to \$140.79. The average weighted price was \$140.2458. 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.

10. The range of prices for the transaction reported on this line was \$140.82 to \$141.82. The average weighted price was \$141.16. 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.

11. The range of prices for the transaction reported on this line was \$141.87 to \$142.87. The average weighted price was \$142.4455. 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.

12. The range of prices for the transaction reported on this line was \$142.90 to \$143.89. The average weighted price was \$143.28. 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.

13. The range of prices for the transaction reported on this line was \$143.91 to \$144.90. The average weighted price was \$144.47. 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.

14. The range of prices for the transaction reported on this line was \$145.00 to \$146.00. The average weighted price was \$145.3550. 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.

15. The range of prices for the transaction reported on this line was \$146.16 to \$147.11. The average weighted price was \$146.9958. 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.

16. The range of prices for the transaction reported on this line was \$147.81 to \$148.59. The average weighted price was \$148.4585. 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.

17. The range of prices for the transaction reported on this line was \$149.04 to \$149.61. The average weighted price was \$149.308. 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.

18. The range of prices for the transaction reported on this line was \$150.00 to \$151.00. The average weighted price was \$150.21. 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.

19. The range of prices for the transaction reported on this line was \$151.00 to \$151.17. The average weighted price was \$151.08. 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.

20. The range of prices for the transaction reported on this line was \$151.01 to \$152.01. The average weighted price was \$151.9350. 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.

21. The range of prices for the transaction reported on this line was \$151.50 to \$152.22. The average weighted price was \$151.95. 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.

22. The range of prices for the transaction reported on this line was \$153.50 to \$154.09. The average weighted price was \$153.83. 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.

23. The range of prices for the transaction reported on this line was \$154.32 to \$154.75. The average weighted price was \$154.59. 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.

24. This option vests over a four-year period in 48 equal monthly installments beginning on April 15, 2011

Remarks:

<u>/s/ Jason F. Cole, Attorney-in-</u> Fact

08/11/2015

** 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.