

Walsh Jeffrey T.
Form 4
September 04, 2018

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 OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Walsh Jeffrey T.

(Last) (First) (Middle)

C/O BLUEBIRD BIO, INC., 60
BINNEY STREET

(Street)

CAMBRIDGE, MA 02142

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

bluebird bio, Inc. [BLUE]

3. Date of Earliest Transaction
(Month/Day/Year)

08/30/2018

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____X____ Other (specify
below) below)

Chief Financial / and Strategy Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)

____X____ Form filed by One Reporting Person

____ Form filed by More than One Reporting
Person

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. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	08/30/2018		M	8,743 A	\$ 2.0864 44,238	D	
Common Stock	08/30/2018		M	4,007 A	\$ 5.5004 48,245	D	
Common Stock	08/30/2018		M	7,250 A	\$ 24.47 55,495	D	
Common Stock	08/30/2018		S ⁽¹⁾	19,022 D	\$ 175.365 ⁽²⁾ 36,473	D	
Common Stock	08/30/2018		S ⁽¹⁾	978 D	\$ 176.0273 ⁽³⁾ 35,495	D	

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

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(9-02)

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. Transaction Code (Instr. 8)	5. Number of Derivative 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 Underlying Securities (Instr. 3 and 4)		8. Deemed Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 2.0864	08/30/2018		M		8,743		<u>(4)</u>	07/13/2021	Common Stock	8,743
Stock Option (right to buy)	\$ 5.5004	08/30/2018		M		4,007		<u>(5)</u>	01/16/2023	Common Stock	4,007
Stock Option (right to buy)	\$ 24.47	08/30/2018		M		7,250		<u>(6)</u>	03/03/2024	Common Stock	7,250

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Walsh Jeffrey T. C/O BLUEBIRD BIO, INC. 60 BINNEY STREET CAMBRIDGE, MA 02142			Chief Financial	and Strategy Officer

Signatures

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

09/04/2018

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

- (1) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on July 2, 2018.

The range of prices for the transaction reported on this line was \$175.00 to \$175.95. The average weighted price was \$175.365. The

- (2) 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.

The range of prices for the transaction reported on this line was \$176.00 to \$176.20. The average weighted price was \$176.0273. The

- (3) 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) This option vested over a four-year period, at a rate of twenty-five percent (25%) on May 16, 2012 and in 36 equal monthly installments thereafter.

This option to purchase shares of our common stock was granted on January 16, 2013 with performance-based vesting criteria that were

- (5) met as of January 1, 2013 and April 1, 2013. The shares underlying these options vested as follows: 25% vested on January 1, 2014 and April 1, 2014, respectively, with the remainder of the shares vesting in equal monthly installments over the following three years.

- (6) This option vested over a four-year period, at a rate of twenty-five percent (25%) on January 1, 2015 and in 36 equal monthly installments thereafter.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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