

bluebird bio, Inc.
Form 4
February 03, 2017

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Davidson David

(Last) (First) (Middle)
C/O BLUEBIRD BIO, INC., 150
SECOND STREET
(Street)

CAMBRIDGE, MA 02141

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
bluebird bio, Inc. [BLUE]

3. Date of Earliest Transaction (Month/Day/Year)
02/01/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Chief Medical Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock ⁽¹⁾ | 02/01/2017 | | A | | 8,500 | A | \$ 0 |
| Common Stock | 02/01/2017 | | M | | 2,000 | A | \$ 2.09 |
| Common Stock | 02/01/2017 | | S ⁽²⁾ | | 870 | D | \$ 73.5523 |
| Common Stock | 02/01/2017 | | S ⁽²⁾ | | 1,130 | D | \$ 74.5102 |

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

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SEC 1474
(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) | | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------|-----------------|--------------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (right to buy) | \$ 75.6 | 02/01/2017 | | A | 34,100 | <u>(5)</u> | 02/01/2027 | | | Common Stock | 34,100 |
| Stock Option (right to buy) | \$ 2.09 | 02/01/2017 | | D | 2,000 | <u>(6)</u> | 04/13/2022 | | | Common Stock | 2,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Davidson David
C/O BLUEBIRD BIO, INC.
150 SECOND STREET
CAMBRIDGE, MA 02141

Chief Medical Officer

Signatures

/s/ Jason F. Cole, 02/03/2017
Attorney-in-Fact

 **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) Restricted stock units for common stock vest over a four-year period at a rate of 25% on 01/04/2018, 25% on 01/04/2019, 25% on 01/04/2020, and 25% on 01/04/2021.

(2)

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The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 12, 2016.

(3) The range of prices for the transaction reported on this line was \$73.15 to \$73.90. The average weighted price was \$73.5523. 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 \$74.25 to \$74.65. The average weighted price was \$74.5102. 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) This option vests over a four-year period, at a rate of twenty-five percent (25%) on January 4, 2018 and in 36 equal monthly installments thereafter.

(6) This option vests over a four-year period, at a rate of twenty-five percent (25%) on February 13, 2013 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.