

bluebird bio, Inc.
Form 4
July 06, 2015

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 *
Sullivan Eric

(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)
07/02/2015

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)

Principal Accounting 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| Common Stock | 07/02/2015 | | M | | 250 A \$ 20.7 | 4,466 | D |
| Common Stock | 07/02/2015 | | M | | 166 A \$ 24.47 | 4,632 | D |
| Common Stock | 07/02/2015 | | S ⁽¹⁾ | | 416 D \$ 163.4679 | 4,216 ⁽³⁾ | D |

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

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(9-02)

displays a currently valid OMB control number.

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. Price or Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Stock Options (right to buy) | \$ 20.7 | 07/02/2015 | | M | 250 | ⁽⁴⁾ 12/02/2023 | Common Stock | 250 |
| Stock Option (right to buy) | \$ 24.47 | 07/02/2015 | | M | 166 | ⁽⁵⁾ 03/03/2024 | Common Stock | 166 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Sullivan Eric C/O BLUEBIRD BIO, INC. 150 SECOND STREET CAMBRIDGE, MA 02141 | | | Principal Accounting Officer | |

Signatures

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

07/06/2015

**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 the Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on January 5, 2015.

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- The range in prices for the transaction reported on this line was \$163.1700 to \$163.7900. The average weighted price was \$163.4679. The
- (2) reporting person will provide, upon request by the SEC, the issuer or security holder of the issuer, full information regarding the number of shares sold at each separate price.
 - (3) Includes 316 shares acquired under the bluebird bio employee stock purchase plan on January 31, 2015 and 3900 restricted stock units for common stock granted on July 16, 2014 originally reported on the Form 4 filed on July 18, 2014.
 - (4) This option vests over a four-year period, at a rate of twenty-five percent(25%) on November 11, 2014 and in 36 equal monthly installments thereafter.
 - (5) This option vests 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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