

BLUEFLY INC
Form 4
November 15, 2006

FORM 4

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

OMB APPROVAL

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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 *
BARRY PATRICK

(Last) (First) (Middle)
**C/O BLUEFLY, INC., 42 WEST
39TH STREET**

(Street)

NEW YORK, NY 10018

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
BLUEFLY INC [BFLY]

3. Date of Earliest Transaction (Month/Day/Year)
11/13/2006

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)
COO and CFO

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	11/13/2006		A		269,965 <u>(1)</u>	A	<u>(2)</u> 274,965
						D	

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)

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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
Deferred Stock Units	\$ 0	11/13/2006		A	45,837	(3)	(3)	Common Stock	45,837
Deferred Stock Units	\$ 0	11/13/2006		A	4,062,692 (5)	(6)	(6)	Common Stock	4,062,692
Options	\$ 2.08	11/13/2006		D	300,000	(7)	(7)	Common Stock	300,000
Options	\$ 2.25	11/13/2006		D	55,100	(7)	(7)	Common Stock	55,100
Options	\$ 2.78	11/13/2006		D	339,912	(7)	(7)	Common Stock	339,912
Options	\$ 2.94	11/13/2006		D	150,000	(7)	(7)	Common Stock	150,000
Options	\$ 11.22	11/13/2006		D	50,000	(7)	(7)	Common Stock	50,000
Options	\$ 15.09	11/13/2006		D	49,900	(7)	(7)	Common Stock	49,900

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BARRY PATRICK C/O BLUEFLY, INC. 42 WEST 39TH STREET NEW YORK, NY 10018			COO and CFO	

Signatures

/s/ Patrick C. Barry
11/15/2006

**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) Represents 269,965 shares of restricted stock, which vest in full on January 1, 2007.
- (2) Restricted stock granted to the reporting person in exchange for the reporting person forfeiting his right to certain fully vested options that would have been exercisable to purchase an aggregate of 853,238 shares of common stock.
- (3) The deferred stock units vest in eight equal quarterly installments commencing on October 1, 2006. There is no expiration date.
- (4) Deferred stock units granted to the reporting person in exchange for the reporting person forfeiting his right to certain unvested options that would have been exercisable to purchase an aggregate of 91,674 shares of common stock.
- (5) The grant of the deferred stock units is subject to shareholder approval of certain amendments to the Company's 2005 Stock Incentive Plan.

The deferred stock units vest as follows: (i) one-third vest in four equal quarterly installments commencing on October 1, 2006, (ii)

- (6) one-third vest in eight equal quarterly installments commencing on October 1, 2006 and (iii) one-third vest in twelve equal quarterly installments commencing on October 1, 2006. There is no expiration date.
- (7) Disposed of pursuant to the reporting person's forfeiture of options as described in footnotes 2 and 4.

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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