

Powers Mark D  
Form 4  
March 08, 2012

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Powers Mark D

2. Issuer Name **and** Ticker or Trading  
Symbol  
JETBLUE AIRWAYS CORP  
[JBLU]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/14/2012

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
Chief Financial Officer

C/O JETBLUE AIRWAYS  
CORPORATION, 27-01 QUEENS  
PLAZA NORTH

(Street)

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

LONG ISLAND CITY, NY 11101

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|---|---|--|--|---|
|                                       |   |   | Code                                    | V   | Amount<br>(A)<br>or<br>(D)   | Price  |   |
| Common<br>Stock                       | 02/16/2012                              |   | M                                       |   | 13,819   | A 11   | 91,248 D  |
| Common<br>Stock                       | 02/16/2012                              |   | F                                       |   | 5,572<br>(6)   | D \$<br>5.92   | 85,676 D  |
| Common<br>Stock                       | 02/17/2012                              |   | M                                       |   | 1,980  | A 11   | 87,656 D  |
| Common<br>Stock                       | 02/17/2012                              |   | F                                       |   | 799 (6)  | D \$<br>5.81   | 86,857 D  |
|                                       | 02/17/2012                              |   | M                                       |   | 11,882   | A 11   | 98,739 D  |

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Common  
Stock

|                 |            |   |              |   |            |         |   |
|-----------------|------------|---|--------------|---|------------|---------|---|
| Common<br>Stock | 02/17/2012 | F | 4,791<br>(6) | D | \$<br>5.81 | 93,948  | D |
| Common<br>Stock | 02/17/2012 | M | 13,797       | A | 11         | 107,745 | D |
| Common<br>Stock | 02/17/2012 | F | 5,563<br>(6) | D | \$<br>5.81 | 102,182 | 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)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                     |                    |                 |                                    |
|---|---|---|---|---|--|--|---|---------------------|--------------------|-----------------|------------------------------------|
|   |   |   |   | Code                                    | V  | (A)  | (D)   | Date<br>Exercisable | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of Share |
| Restricted<br>Stock<br>Units                        | 11  | 02/14/2012                              |   | A                                       |  | 17,064   |   | (2)                 | (2)                | Common<br>Stock | 17,064                             |
| Restricted<br>Stock<br>Units                        | 11  | 02/14/2012                              |   | A                                       |  | 42,662   |   | (2)                 | (2)                | Common<br>Stock | 42,662                             |
| Restricted<br>Stock<br>Units                        | 11  | 02/16/2012                              |   | D                                       |  |  | 13,819  | (3)                 | (3)                | Common<br>Stock | 13,819                             |
| Restricted<br>Stock<br>Units                        | 11  | 02/17/2012                              |   | D                                       |  |  | 1,980   | (4)                 | (4)                | Common<br>Stock | 1,980                              |
| Restricted<br>Stock<br>Units                        | 11  | 02/17/2012                              |   | D                                       |  |  | 11,882  | (4)                 | (4)                | Common<br>Stock | 11,882                             |
| Restricted<br>Stock<br>Units                        | 11  | 02/17/2012                              |   | D                                       |  |  | 13,797  | (5)                 | (5)                | Common<br>Stock | 13,797                             |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                         |       |
|--|---------------|-----------|-------------------------|-------|
|  | Director      | 10% Owner | Officer                 | Other |
| Powers Mark D<br>C/O JETBLUE AIRWAYS CORPORATION<br>27-01 QUEENS PLAZA NORTH<br>LONG ISLAND CITY, NY 11101 |               |           | Chief Financial Officer |       |

## Signatures

/s/ Mark D.  
Powers

03/08/2012

\*\*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) Upon vesting, Reporting Person is entitled to receive one share of common stock for each restricted stock unit.
- (2) The restricted stock units vest in equal annual installments over a three year period commencing from the vesting commencement date of February 14, 2012.
- (3) The restricted stock units vest in equal annual installments over a three year period commencing from the vesting commencement date of 2/16/2011.
- (4) The restricted stock units vest in equal annual installments over a three year period commencing from the vesting commencement date of 2/18/2010.
- (5) The restricted stock units vest in equal annual installments over the three year period from the vesting commencement date of 2/19/2009.
- (6) These shares were automatically withheld and returned to JetBlue to cover tax obligations upon RSU vesting, in accordance with JetBlue policy for all RSU vestings of RSU eligible JetBlue employees in the United States.

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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