Gregory Philip D Form 4 February 05, 2018

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

Check this box if no longer subject to Section 16. Form 4 or

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

may continue. See Instruction

1(b).

(Last)

Form 5

obligations

(Print or Type Responses)

1. Name and Address of Reporting Person * Gregory Philip D

> (First) (Middle)

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

(Street)

2. Issuer Name and Ticker or Trading Symbol

bluebird bio, Inc. [BLUE]

3. Date of Earliest Transaction (Month/Day/Year) 02/01/2018

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

OMB APPROVAL

OMB Number:

3235-0287

Expires:

January 31, 2005

Estimated average burden hours per

response...

0.5

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner _X__ Officer (give title _ Other (specify below)

Chief Scientific 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

CAMBRIDGE, MA 02142

(City)	(State)	(Zip) 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. 4. Securities Transactiom Disposed of Code (Instr. 3, 4 and (Instr. 8)			(D) 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	(D)	Price	(
Common Stock (1)	02/01/2018		A	8,500	A	\$ 0	32,272	D	
Common Stock	02/01/2018		M	1,250	A	\$ 50.51	33,522	D	
Common Stock	02/01/2018		S(2)	301	D	\$ 202.5349 (3)	33,221	D	
Common Stock	02/01/2018		S(2)	400	D	\$ 203.725 (4)	32,821	D	
Common Stock	02/01/2018		S(2)	800	D	\$ 205.225 (5)	32,021	D	

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Common $S^{(2)}$ 02/01/2018 749 D 206.1235 31,272 D Stock (6)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(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 orDerivative 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 Share
Stock Option (right to buy)	\$ 205.25	02/01/2018		A	34,000		<u>(7)</u>	02/01/2028	Common Stock	34,000
Stock Option (right to buy)	\$ 50.51	02/01/2018		M		1,250	(8)	03/01/2026	Common Stock	1,250

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

Gregory Philip D C/O BLUEBIRD BIO, INC. **60 BINNEY STREET** CAMBRIDGE, MA 02142

Chief Scientific Officer

Signatures

/s/ Jason F. Cole, 02/05/2018 Attorney-in-Fact

**Signature of Reporting Person Date

Reporting Owners 2

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 01/04/2019, 25% on 01/04/2020, 25% on 01/04/2021, and 25% on 01/04/2022.
- (2) This sales reported in the Form 4 were effected pursuant to a 10b5-1 trading plan adopted by the reporting person on March 17, 2017.
- The range in prices for the transaction reported on this line was \$202.20 to \$203.15. The average weighted price was \$202.5349. The (3) 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.
- The range in prices for the transaction reported on this line was \$203.25 to \$204.05. The average weighted price was \$203.7250. The (4) 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
- The range in prices for the transaction reported on this line was \$204.80 to \$205.65. The average weighted price was \$205.2250. The 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
- The range in prices for the transaction reported on this line was \$205.85 to \$206.40. The average weighted price was \$206.1235. The

 (6) 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
- (7) This option vests over a four-year period, at a rate of twenty-five percent (25%) on January 4, 2019, and in 36 equal monthly installments.
- (8) This option vests over a four-year period, at a rate of twenty-five percent (25%) on January 4, 2017 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.