

Davidson David
 Form 4
 February 05, 2019

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 *
 Davidson David

(Last) (First) (Middle)
 C/O BLUEBIRD BIO, INC., 60
 BINNEY STREET
 (Street)

CAMBRIDGE, MA 02142

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/01/2019

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock ⁽¹⁾	02/01/2019		A		9,375	A	\$ 0
Common Stock	02/04/2019		M		3,555	A	\$ 24.47
Common Stock	02/04/2019		M		1,355	A	\$ 50.51
Common Stock	02/04/2019		S ⁽²⁾		600	D	\$ 133.1311
Common Stock	02/04/2019		S ⁽²⁾		3,110	D	\$ 134.217

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Common Stock	02/04/2019		S ⁽²⁾	1,200	D	\$ 135.1025	31,616	D
						<u>(5)</u>		

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

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(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)	\$ 134.63	02/01/2019		A	37,500	<u>(6)</u> 02/01/2029	Common Stock 37,500
Stock Option (right to buy)	\$ 24.47	02/04/2019		M	3,555	<u>(7)</u> 03/03/2024	Common Stock 3,555
Stock Option (right to buy)	\$ 50.51	02/04/2019		M	1,355	<u>(8)</u> 03/01/2026	Common Stock 1,355

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Davidson David C/O BLUEBIRD BIO, INC. 60 BINNEY STREET CAMBRIDGE, MA 02142			Chief Medical Officer	

Signatures

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

02/05/2019

__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 01/04/2020, 25% on 01/04/2021, 25% on 01/04/2022, and 25% on 01/04/2023.
- (2) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on July 9, 2018.
The range in prices for the transaction reported on this line was \$132.62 to \$133.29. The average weighted price was \$133.1311. 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.
- (3) The range in prices for the transaction reported on this line was \$133.74 to \$134.66. The average weighted price was \$134.2170. 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.
- (4) The range in prices for the transaction reported on this line was \$134.91 to \$135.42. The average weighted price was \$135.1025. 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.
- (5) This option vests over a four-year period, at a rate of twenty-five percent (25%) on January 4, 2020 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 January 1, 2015 and in 36 equal monthly installments thereafter.
- (7) 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.
- (8)

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.