

Davidson David
Form 4
January 09, 2018

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(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)

01/05/2018

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

Chief Medical 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

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)
Common Stock	01/05/2018		S	2,018 (1)	D \$ 173.2563 13,959	D	
Common Stock	01/05/2018		S	304 (1)	D \$ 174.1694 13,655	D	
Common Stock	01/08/2018		M	1,200	A \$ 5.5004 14,855	D	
Common Stock	01/08/2018		S(4)	200	D \$ 171.4158 14,655	D	

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Common Stock 01/08/2018 S⁽⁴⁾ 1,000 D \$ 174.6 13,655 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 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. I Der Sec (In
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 5.5004	01/08/2018		M	1,200	<u>(6)</u>	01/16/2023	Common Stock	1,200

Reporting Owners

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

Signatures

/s/ Jason F. Cole, 01/09/2018
Attorney-in-Fact

 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) Shares were sold to cover tax withholding obligations incurred in connection with the vesting of Restricted Stock Units.

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- The range in prices for the transaction reported on this line was \$172.85 to \$173.80. The average weighted price was \$173.2563. 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.

- The range in prices for the transaction reported on this line was \$173.85 to \$174.35. The average weighted price was \$174.1694. 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.

- (4) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 12, 2016.

- The range in prices for the transaction reported on this line was \$171.40 to \$171.55. The average weighted price was \$171.4158. The
- (5) 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.

- (6) This option to purchase shares of our common stock granted on January 16, 2013 with performance-based vesting criteria that were met as of May 1, 2013. The shares underlying these options vested as follows: 25% vested on May 1, 2014, with the remainder of the shares vesting in equal monthly installments over the following three years.

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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