

QUANTUM INDUSTRIAL PARTNERS LDC ET AL

Form 4

December 13, 2004

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 *

QUANTUM INDUSTRIAL
PARTNERS LDC ET AL

(Last) (First) (Middle)

KAYA FLAMBOYAN
9, WILLEMSTAD, CURACAO

(Street)

2. Issuer Name and Ticker or Trading

Symbol

JETBLUE AIRWAYS CORP
[JBLU]5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

3. Date of Earliest Transaction

(Month/Day/Year)

12/09/2004

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)

____ Form filed by One Reporting Person

X Form filed by More than One Reporting
Person

NETHERLANDS ANTILLES,

(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. 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	(A) or (D)	Price		
Common Stock	12/09/2004		S		23,940	D	\$ 24	11,619,329 ⁽¹⁾	D
Common Stock	12/09/2004		S		734	D	\$ 24.0045	11,618,595 ⁽¹⁾	D
Common Stock	12/09/2004		S		1,162	D	\$ 24.0057	11,617,433 ⁽¹⁾	D
Common Stock	12/09/2004		S		3,668	D	\$ 24.01	11,613,765 ⁽¹⁾	D
Common Stock	12/09/2004		S		1,134	D	\$ 24.02	11,612,631 ⁽¹⁾	D

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Common Stock	12/09/2004	S	3,418	D	\$ 24.03	11,609,213 (1)	D
Common Stock	12/09/2004	S	867	D	\$ 24.0331	11,608,346 (1)	D
Common Stock	12/09/2004	S	3,840	D	\$ 24.04	11,604,506 (1)	D
Common Stock	12/09/2004	S	1,067	D	\$ 24.0438	11,603,439 (1)	D
Common Stock	12/09/2004	S	1,762	D	\$ 24.0449	11,601,677 (1)	D
Common Stock	12/09/2004	S	6,068	D	\$ 24.05	11,595,609 (1)	D
Common Stock	12/09/2004	S	1,934	D	\$ 24.0503	11,593,675 (1)	D
Common Stock	12/09/2004	S	800	D	\$ 24.0508	11,592,875 (1)	D
Common Stock	12/09/2004	S	3,334	D	\$ 24.051	11,589,541 (1)	D
Common Stock	12/09/2004	S	1,000	D	\$ 24.0527	11,588,541 (1)	D
Common Stock	12/09/2004	S	505	D	\$ 24.0553	11,588,036 (1)	D
Common Stock	12/09/2004	S	1,267	D	\$ 24.0595	11,586,769 (1)	D
Common Stock	12/09/2004	S	667	D	\$ 24.06	11,586,102 (1)	D
Common Stock	12/09/2004	S	800	D	\$ 24.065	11,585,302 (1)	D
Common Stock	12/09/2004	S	67	D	\$ 24.07	11,585,235 (1)	D
Common Stock	12/09/2004	S	1,450	D	\$ 24.0728	11,583,785 (1)	D
Common Stock	12/09/2004	S	1,934	D	\$ 24.08	11,581,851 (1)	D
Common Stock	12/09/2004	S	2,467	D	\$ 24.1	11,579,384 (1)	D
Common Stock	12/09/2004	S	1,667	D	\$ 24.11	11,577,717 (1)	D
Common Stock	12/09/2004	S	3,334	D	\$ 24.113	11,574,383 (1)	D
	12/09/2004	S	848	D			D

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Common Stock					\$ 24.1245	11,573,535 (1)	
Common Stock	12/09/2004	S	1,334	D	\$ 24.14	11,572,201 (1)	D
Common Stock	12/09/2004	S	934	D	\$ 24.155	11,571,267 (1)	D
Common Stock	12/09/2004	S	1,534	D	\$ 24.18	11,569,733 (1)	D

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

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

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
QUANTUM INDUSTRIAL PARTNERS LDC ET AL KAYA FLAMBOYAN 9 WILLEMSTAD, CURACAO NETHERLANDS ANTILLES	X
QIH MANAGEMENT INVESTOR LP 888 SEVENTH AVENUE 33RD FLOOR NEW YORK, NY 10106	X
	X

QIH MANAGEMENT LLC
888 SEVENTH AVENUE
33RD FLOOR
NEW YORK, NY 10106

SOROS FUND MANAGEMENT LLC
888 SEVENTH AVENUE
33RD FLOOR
NEW YORK, NY 10106

X

Signatures

John F. Brown, as Attorney-in-Fact for Quantum Industrial Partners LDC

12/13/2004

__Signature of Reporting Person

Date

John F. Brown, as Assistant General Counsel of Soros Fund Management LLC, which is the Managing Member of QIH Management LLC, which is the General Partner of QIH Management Investor, L.P.

12/13/2004

__Signature of Reporting Person

Date

John F. Brown, as Assistant General Counsel of Soros Fund Management LLC, which is the Managing Member of QIH Management LLC

12/13/2004

__Signature of Reporting Person

Date

John F. Brown, as Assistant General Counsel of Soros Fund Management LLC

12/13/2004

__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) Quantum Industrial Partners LDC is an exempted limited duration company formed under the laws of the Cayman Islands ("QIP"). QIH Management Investor, L.P., an investment advisory firm organized as a Delaware limited partnership ("QIHMI"), is a minority shareholder of, and is vested with investment discretion with respect to portfolio assets held for the account of, QIP. The sole general partner of QIHMI is QIH Management LLC, a Delaware limited liability company ("QIH Management"). Soros Fund Management LLC, a Delaware limited liability company ("SFM"), is the sole managing member of QIH Management.

Remarks:

The filing of this statement shall not be deemed an admission that any of the Reporting Persons is the beneficial owner of any

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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