

Priest Stephen J
Form 4
February 27, 2019

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Priest Stephen J

(Last) (First) (Middle)

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

(Street)

LONG ISLAND CITY, NY 11101

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/25/2019

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 below) ____ Other (specify below)
EVP Chief Financial 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)	
			Code	V	Amount (A) or (D)	Price		
Common Stock	02/25/2019		M		1,426	A <u>1</u>	15,539	D
Common Stock	02/25/2019		F		485 <u>(6)</u>	D \$ 17.22	15,054	D
Common Stock	02/25/2019		M		4,258	A <u>1</u>	17,183	D
Common Stock	02/25/2019		F		1,448 <u>(6)</u>	D \$ 17.22	17,864	D
	02/25/2019		M		6,394	A <u>1</u>	24,258	D

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Common
Stock

Common Stock	02/25/2019	F	2,173 <u>(6)</u>	D	\$ 17.22	22,085	D
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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
Restricted Stock Units	(1)	02/25/2019		A		27,536		(2)	(2)	Common Stock	27,536
Restricted Stock Units	(1)	02/25/2019		M		1,426		(5)	(5)	Common Stock	1,426
Restricted Stock Units	(1)	02/25/2019		M		4,258		(4)	(4)	Common Stock	4,258
Restricted Stock Units	(1)	02/25/2019		M		6,394		(3)	(3)	Common Stock	6,394

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Priest Stephen J
C/O JETBLUE AIRWAYS CORPORATION
27-01 QUEENS PLAZA NORTH
LONG ISLAND CITY, NY 11101

EVP Chief Financial Officer

Signatures

/s/ Eileen McCarthy by power of attorney for Stephen J.
Priest

02/27/2019

__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) 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, measured from the vesting commencement date of February 25, 2019.
- (3) The restricted stock units vest in equal annual installments over a three year period, measured from the vesting commencement date of February 22, 2018.
- (4) The restricted stock units vest in equal annual installments over a three year period, measured from the vesting commencement date of February 24, 2017.
- (5) The restricted stock units vest in equal annual installments over a three year period, measured from the vesting commencement date of February 24, 2016.
- (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 vesting of RSU eligible 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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