

Walsh Jeffrey T.
Form 4
November 14, 2017

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Walsh Jeffrey T.

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/10/2017

____ Director
 Officer (give title below) 10% Owner
 Other (specify below)
Chief Financial / and Strategy Officer

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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. 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	Price		
Common Stock	11/10/2017		M		1,493	A \$ 2.0864	28,798	D
Common Stock	11/10/2017		M		578	A \$ 5.5004	29,376	D
Common Stock	11/10/2017		M		7,829	A \$ 24.47	37,205	D
Common Stock	11/10/2017		S ⁽¹⁾		2,100	D \$ 148.7548	35,105	D
Common Stock	11/10/2017		S ⁽¹⁾		6,600	D \$ 149.7363	28,505	D

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Common Stock	11/10/2017		S ⁽¹⁾	1,200	D	\$ 150.1833	27,305	D
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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. Amount or Number of Shares
Stock Option (right to buy)	\$ 2.0864	11/10/2017		M	1,493	⁽⁵⁾ 07/13/2021	Common Stock	1,493
Stock Option (right to buy)	\$ 5.5004	11/10/2017		M	578	⁽⁶⁾ 01/16/2023	Common Stock	578
Stock Option (right to buy)	\$ 24.47	11/10/2017		M	7,829	⁽⁷⁾ 03/03/2024	Common Stock	7,829

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Walsh Jeffrey T. C/O BLUEBIRD BIO, INC. 60 BINNEY STREET			Chief Financial	and Strategy Officer

CAMBRIDGE, MA 02142

Signatures

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

11/14/2017

 **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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 23, 2016.

The range of prices for the transaction reported on this line was \$148.1000 to \$149.0500. The average weighted price was \$148.7548. The reporting person will provide, upon request by the SEC, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (2) The range of prices for the transaction reported on this line was \$149.1000 to \$150.0750. The average weighted price was \$149.7363. The reporting person will provide, upon request by the SEC, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (3) The range of prices for the transaction reported on this line was \$150.1000 to \$150.2750. The average weighted price was \$150.1833. The reporting person will provide, upon request by the SEC, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (4) This option vests over a four-year period, at a rate of twenty-five percent (25%) on May 16, 2012 and in 36 equal monthly installments thereafter.

This option to purchase shares of our common stock granted on January 16, 2013 with performance-based vesting criteria that were met as of April 1, 2013. The shares underlying these options vested as follows: 25% vested on April 1, 2014, with the remainder of the shares vesting in equal monthly installments over the following three years.
- (5) 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.
- (6)
- (7)

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.