

JETBLUE AIRWAYS CORP

Form 4

February 18, 2015

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 *
BARGER DAVE

(Last) (First) (Middle)

**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)
11/11/2014

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 Executive 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 (A) or (D)	Price	
Common Stock	02/13/2015		M		60,435	A (3)	845,023 D
Common Stock	02/13/2015		F		32,315 (7)	D \$ 16.83	812,708 D
Common Stock	02/13/2015		M		90,580	A (3)	903,288 D
Common Stock	02/13/2015		F		41,981 (7)	D \$ 16.83	861,307 D
	02/13/2015		M		88,880	A (3)	950,187 D

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Common
Stock

Common Stock	02/13/2015	F	49,613 (7)	D	\$ 16.83	900,574	D
Common Stock	02/17/2015	S(8)	10,000	D	\$ 16.8584 (9)	890,574	D

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)		8.		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(3)	11/11/2014		F		9,644 (1)		(3)	(3)	Common Stock	9,644	\$
Restricted Stock Units	(3)	02/13/2015		D		60,435		(4)	(4)	Common Stock	60,435	
Restricted Stock Units	(3)	02/13/2015		D		90,580		(5)	(5)	Common Stock	90,580	
Restricted Stock Units	(3)	02/13/2015		D		88,880		(6)	(6)	Common Stock	88,880	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director	10% Owner	Officer	Other
X		Chief Executive Officer	

Reporting Owners

BARGER DAVE
JETBLUE AIRWAYS CORPORATION
27-01 QUEENS PLAZA NORTH
LONG ISLAND CITY, NY 11101

Signatures

/s/ Eileen McCarthy by power of attorney for David J.
Barger

02/18/2015

__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).
- Represents shares withheld by the Company, as permitted under the JetBlue 2011 Incentive Compensation Plan (the "Plan"), to satisfy the Reporting Person's tax withholding obligation in connection with the vesting upon retirement eligibility of the Reporting Person on November 11, 2014 of certain restricted stock units previously awarded to the Reporting Person, as permitted under the Plan. There was no open market sale of shares by the Reporting Person.
- (1) Represents the closing market price of Company common stock on November 11, 2014.
- (2) Upon vesting, Reporting Person is entitled to receive one share of common stock for each restricted stock unit.
- (3) The restricted stock units vest in equal annual installments over a three year period, measured from the vesting commencement date of February 13, 2014.
- (4) The restricted stock units vest in equal annual installments over a three year period, measured from the vesting commencement date of February 13, 2013.
- (5) The restricted stock units vest in equal annual installments over a three year period, measured from the vesting commencement date of February 14, 2012.
- (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.
- (7) These shares were sold in compliance with a qualified selling plan adopted by the reporting person pursuant to Rule 10b5-1 promulgated under the Securities Exchange Act of 1934, as amended.
- (8) The range of prices for the transactions reported were from \$16.73 to \$17.07. The reporting person will provide, upon request by the Commission staff, the issuer or a security holder of the issuer, full information regarding the number of shares purchased or sold at each separate price.
- (9)

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.