

St George Martin J
Form 4
April 10, 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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
St George Martin J

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
04/06/2018

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

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

(Street)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

LONG ISLAND CITY, NY 11101

(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 Ownership (Instr. 4)
Common Stock	04/06/2018		A ⁽¹⁾	8,553 A	\$ 0 38,954	D	
Common Stock	04/06/2018		F	2,906 (2) D	\$ 19.95 36,048 (3)	D	
Common Stock	04/09/2018		M	2,160 A	11 38,208	D	
Common Stock	04/09/2018		F	734 (6) D	\$ 19.95 37,474	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)	8. Pr Deriv Secur (Instr
				Code	V	(A)	(D)	Title	Amount or Number of Shares
Restricted Stock Units	(4)	04/09/2018		D		2,160	(5) (5)	Common Stock	2,160

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

St George Martin J
C/O JETBLUE AIRWAYS CORPORATION
27-01 QUEENS PLAZA NORTH
LONG ISLAND CITY, NY 11101

EVP Commercial

Signatures

/s/ Eileen McCarthy by power of attorney for Martin J. St.
George

04/10/2018

__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 of JetBlue Airways Corporation (the Company) common stock earned by, and issued to, the Reporting Person upon vesting of Performance Share Units (2015 PSUs) granted on April 8, 2015, based on an absolute Return on Invested Capital (ROIC) goal and a relative Operating Expenses per Available Seat Mile (CASM) percentage goal, weighted 2/3 for ROIC and 1/3 for relative CASM, for the performance period from January 1, 2015 through December 31, 2017. Following the conclusion of the three year performance period, the Compensation Committee certified to the performance of the Company relative to these goals for the 2015 PSUs at 110%.

(2)

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Represents shares withheld by the Company for taxes, as permitted by the JetBlue Airways Corporation 2011 Incentive Compensation Plan and related award agreement, to satisfy the tax withholding obligations of the Reporting Person in connection with the vesting and settlement of the 2015 PSUs. There was no open market sale of shares by the Reporting Person.

- (3) Closing market price per share of the Company common stock on the settlement date.
- (4) Upon vesting, the Reporting Person is entitled to receive one share of common stock for each vested restricted stock unit.
- (5) The restricted stock units vest in equal annual installments over a three year period, measured from the vesting commencement date of April 8, 2015.
- (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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