

bluebird bio, Inc.
Form 4
August 12, 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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Mandell James

(Last) (First) (Middle)

C/O BLUEBIRD BIO, INC., 150
SECOND STREET

(Street)

CAMBRIDGE, MA 02141

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
08/10/2015

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)

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	08/10/2015		M		1,500	A	\$ 21.43	1,500	D
Common Stock	08/10/2015		S ⁽¹⁾		626	D	\$ 146.8308 (2)	874	D
Common Stock	08/10/2015		S ⁽¹⁾		299	D	\$ 147.8835 (3)	575	D
Common Stock	08/10/2015		S ⁽¹⁾		194	D	\$ 148.7503 (4)	381	D

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Common Stock	08/10/2015	S ⁽¹⁾	164	D	\$ 150.2816 (5)	217	D
Common Stock	08/10/2015	S ⁽¹⁾	127	D	\$ 151.7102 (6)	90	D
Common Stock	08/10/2015	S ⁽¹⁾	90	D	\$ 152.8644 (7)	0	D

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

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SEC 1474
(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 (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. Derivative Securities (Instr. 3 and 4)
				Code	V	(A)	(D)	Amount or Number of Shares
Stock Option (right to buy)	\$ 21.43	08/10/2015		M	1,500	(8) 01/08/2024	Common Stock	1,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mandell James C/O BLUEBIRD BIO, INC. 150 SECOND STREET CAMBRIDGE, MA 02141	X			

Signatures

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

08/12/2015

__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).
- (1) This sales reported in the Form 4 were effectd pursuant to a 10b5-1 trading plan adopted by the reporting person on July 8, 2015.
The range in prices for the transaction reported on this line was \$146.34 to 147.31. The average weighted price was \$146.8308. The reporting person will provide, upon request by the SEC, the issuer or security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (3) The range in prices for the transaction reported on this line was \$147.45 to \$148.25. The average weighted price was \$147.8835. The reporting person will provide, upon request by the SEC, the issuer or security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (4) The range in prices for the transaction reported on this line was \$148.66 to \$149.49. The average weighted price was \$148.7503. The reporting person will provide, upon request by the SEC, the issuer or security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (5) The range in prices for the transaction reported on this line was \$149.81 to \$150.81. The average weighted price was \$150.2816. The reporting person will provide, upon request by the SEC, the issuer or security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (6) The range in prices for the transaction reported on this line was \$151.38 to \$152.36. The average weighted price was \$151.7102. The reporting person will provide, upon request by the SEC, the issuer or security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (7) The range in prices for the transaction reported on this line was \$152.61 to \$153.00. The average weighted price was \$152.8644. The reporting person will provide, upon request by the SEC, the issuer or security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (8) This option vests ratably over three years in annual installments, commencing on January 8, 2014.

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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