JETBLUE AIRWAYS CORP

Form 4/A

February 23, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number: 323

ashington, D.C. 20549

er: 3235-0287

0.5

if no longer subject to Section 16. Form 4 or

Check this box

Expires: January 31, 2005

OMB APPROVAL

Estimated average burden hours per

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

response...

obligations may continue. *See* Instruction

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

1(b).

Form 5

(Print or Type Responses)

1. Name and Address of Reporting Person **
BARNES EDWARD A

2. Issuer Name and Ticker or Trading

Symbol

JETBLUE AIRWAYS CORP

Issuer

(Check all applicable)

Chief Financial Officer EVP

5. Relationship of Reporting Person(s) to

(Last)

(City)

stock

(First) (Middle)

3. Date of Earliest Transaction

_

_____ 10% Owner _____ Other (specify

(Month/Day/Year)

02/14/2000

X Officer (give title ____ Officer)

02/14/2009

JETBLUE AIRWAYS
CORPORATION 118-29 OHEEN

CORPORATION, 118-29 QUEENS BOULEVARD

(State)

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year)

02/19/2009

6. Individual or Joint/Group Filing(Check

Applicable Line)

Director

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

FOREST HILLS, NY 11375

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if any (Month/Day/Year)

(Zip)

3. 4. Securities Acquired 5. Amount of Transaction(A) or Disposed of Securities Code (D) Beneficially (Instr. 8) (Instr. 3, 4 and 5) Owned

5. Amount of Securities Form: Direct Indirect
Beneficially (D) or Beneficial
Owned Indirect (I) Ownership
Following (Instr. 4) (Instr. 4)

(A) T

Transaction(s)
(Instr. 3 and 4)

Common O2/14/2009 Code V Amount (D) Price $M = 9.842 \quad A \quad (L)$

9,842

Common Stock 02/14/2009

F 3,706 D \$ 6,136

D

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)

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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. Transacti Code (Instr. 8)	5. Number on 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. P Der Sect (Ins
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(1)	02/14/2009		M	9,842	(2)	(2)	Common Stock	9,842	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BARNES EDWARD A JETBLUE AIRWAYS CORPORATION 118-29 QUEENS BOULEVARD FOREST HILLS, NY 11375

Chief Financial Officer EVP

Signatures

Edward A. 02/20/2009 Barnes

**Signature of Date
Reporting Person

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, the 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 14, 2008.

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.

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