

bluebird bio, Inc.
Form 4
April 22, 2015

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 *
Finer Mitchell H.

(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)
04/20/2015

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)
Chief Scientific 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	04/20/2015		M		1,166	A	\$ 2.0864
Common Stock	04/20/2015		M		13,834	A	\$ 5.5004
Common Stock	04/20/2015		S ⁽¹⁾		2,520	D	\$ 123.5253
Common Stock	04/20/2015		S ⁽¹⁾		1,689	D	\$ 124.706
Common Stock	04/20/2015		S ⁽¹⁾		5,457	D	\$ 125.6223

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					(4)		
Common Stock	04/20/2015	S ⁽¹⁾	750	D	\$ 126.6818	4,584	D
					(5)		
Common Stock	04/20/2015	S ⁽¹⁾	3,875	D	\$ 127.8359	709	D
					(6)		
Common Stock	04/20/2015	S ⁽¹⁾	11	D	\$ 128.25	698	D
Common Stock	04/20/2015	S ⁽¹⁾	628	D	\$ 130.5741	70	D
					(7)		
Common Stock	04/20/2015	S ⁽¹⁾	70	D	\$ 131.29	0	D
					(8)		

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. F. Derivative Securities (Instr. 3 and 4)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)				
Stock Option (right to buy)	\$ 2.0864	04/20/2015		M	900	(9)	07/13/2021	Common Stock	900
Stock Option (right to buy)	\$ 2.0864	04/20/2015		M	266	(9)	07/13/2021	Common Stock	266
Stock Option	\$ 5.5004	04/20/2015		M	8,384	(10)	01/16/2023	Common Stock	8,384

(right to
buy)

Stock

Option (right to buy)	\$ 5.5004	04/20/2015	M	5,450	<u>(11)</u>	01/16/2023	Common Stock	5,450
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Finer Mitchell H. C/O BLUEBIRD BIO, INC. 150 SECOND STREET CAMBRIDGE, MA 02141			Chief Scientific Officer	

Signatures

/s/ Eric Sullivan,
Attorney-in-Fact

04/22/2015

__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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 22, 2014.
- (2) The range of prices for the transaction reported on this line was \$123.14 to \$124.08. The average weighted price was \$123.5253. 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 \$124.15 to \$125.10. The average weighted price was \$124.7060. 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) The range of prices for the transaction reported on this line was \$125.21 to \$126.18. The average weighted price was \$125.6223. 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.
- (5) The range of prices for the transaction reported on this line was \$126.23 to \$126.92. The average weighted price was \$126.6818. 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.
- (6) The range of prices for the transaction reported on this line was \$127.2350 to \$128.20. The average weighted price was \$127.8359. 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.
- (7) The range of prices for the transaction reported on this line was \$130.00 to \$131.00. The average weighted price was \$130.5741. 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.
- (8) The range of prices for the transaction reported on this line was \$131.25 to \$131.35. The average weighted price was \$131.29. 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.
- (9) This option vests at a rate of twenty-five percent (25%) on April 15, 2012 and in 36 equal monthly installments thereafter.

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

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

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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