

bluebird bio, Inc.
Form 4
August 11, 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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
LYNCH DANIEL

(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)
08/07/2015

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	08/07/2015		M		29,500	A	\$ 2.0864	29,500	D
Common Stock	08/07/2015		S ⁽¹⁾		79	D	\$ 130.56 ⁽²⁾	29,421	D
Common Stock	08/07/2015		S ⁽¹⁾		286	D	\$ 131.12 ⁽³⁾	29,135	D
Common Stock	08/07/2015		S ⁽¹⁾		2,286	D	\$ 132.29 ⁽⁴⁾	26,849	D
Common Stock	08/07/2015		S ⁽¹⁾		414	D	\$ 133.08 ⁽⁵⁾	26,435	D

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Common Stock	08/07/2015	<u>S⁽¹⁾</u>	332	D	\$ 134.1984 <u>(6)</u>	26,103	D
Common Stock	08/07/2015	<u>S⁽¹⁾</u>	3,353	D	\$ 135.4 <u>(7)</u>	22,750	D
Common Stock	08/07/2015	<u>S⁽¹⁾</u>	3,642	D	\$ 136.33 <u>(8)</u>	19,108	D
Common Stock	08/07/2015	<u>S⁽¹⁾</u>	3,968	D	\$ 140.2458 <u>(9)</u>	15,140	D
Common Stock	08/07/2015	<u>S⁽¹⁾</u>	4,112	D	\$ 141.16 <u>(10)</u>	11,028	D
Common Stock	08/07/2015	<u>S⁽¹⁾</u>	1,898	D	\$ 142.4455 <u>(11)</u>	9,130	D
Common Stock	08/07/2015	<u>S⁽¹⁾</u>	3,411	D	\$ 143.28 <u>(12)</u>	5,719	D
Common Stock	08/07/2015	<u>S⁽¹⁾</u>	1,708	D	\$ 144.47 <u>(13)</u>	4,011	D
Common Stock	08/07/2015	<u>S⁽¹⁾</u>	1,277	D	\$ 145.355 <u>(14)</u>	2,734	D
Common Stock	08/07/2015	<u>S⁽¹⁾</u>	521	D	\$ 146.9958 <u>(15)</u>	2,213	D
Common Stock	08/07/2015	<u>S⁽¹⁾</u>	328	D	\$ 148.4585 <u>(16)</u>	1,885	D
Common Stock	08/07/2015	<u>S⁽¹⁾</u>	311	D	\$ 149.308 <u>(17)</u>	1,574	D
Common Stock	08/07/2015	<u>S⁽¹⁾</u>	267	D	\$ 150.21 <u>(18)</u>	1,307	D
Common Stock	08/07/2015	<u>S⁽¹⁾</u>	331	D	\$ 151.08 <u>(19)</u>	976	D
Common Stock	08/07/2015	<u>S⁽¹⁾</u>	223	D	\$ 151.935 <u>(20)</u>	753	D
Common Stock	08/07/2015	<u>S⁽¹⁾</u>	369	D	\$ 151.95 <u>(21)</u>	384	D
Common Stock	08/07/2015	<u>S⁽¹⁾</u>	21	D	\$ 153.66	363	D
Common Stock	08/07/2015	<u>S⁽¹⁾</u>	300	D	\$ 153.83 <u>(22)</u>	63	D
	08/07/2015	<u>S⁽¹⁾</u>	63	D		0	D

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Common Stock \$ 154.59
(23)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 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. Amount or Number of Shares
Stock Option (right to buy)	\$ 2.0864	08/07/2015		M	29,500	(24) 07/13/2021	Common Stock	29,500

Reporting Owners

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

Signatures

/s/ Jason F. Cole,
Attorney-in-Fact 08/11/2015

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 June 25, 2015.

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- (2) The range of prices for the transaction reported on this line was \$130.54 to \$130.58. The average weighted price was \$130.56. 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 \$130.72 to \$131.61. The average weighted price was \$131.12. 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 \$131.85 to \$132.64. The average weighted price was \$132.29. 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.
- (5) The range of prices for the transaction reported on this line was \$132.66 to \$133.65. The average weighted price was \$133.08. 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 \$133.74 to \$134.74. The average weighted price was \$134.1984. 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 \$134.95 to \$135.91. The average weighted price was \$135.40. 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 \$135.92 to \$136.92. The average weighted price was \$136.33. 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) The range of prices for the transaction reported on this line was \$140.00 to \$140.79. The average weighted price was \$140.2458. 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.
- (10) The range of prices for the transaction reported on this line was \$140.82 to \$141.82. The average weighted price was \$141.16. 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.
- (11) The range of prices for the transaction reported on this line was \$141.87 to \$142.87. The average weighted price was \$142.4455. 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.
- (12) The range of prices for the transaction reported on this line was \$142.90 to \$143.89. The average weighted price was \$143.28. 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.
- (13) The range of prices for the transaction reported on this line was \$143.91 to \$144.90. The average weighted price was \$144.47. 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.
- (14) The range of prices for the transaction reported on this line was \$145.00 to \$146.00. The average weighted price was \$145.3550. 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.
- (15) The range of prices for the transaction reported on this line was \$146.16 to \$147.11. The average weighted price was \$146.9958. 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.
- (16) The range of prices for the transaction reported on this line was \$147.81 to \$148.59. The average weighted price was \$148.4585. 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.
- (17) The range of prices for the transaction reported on this line was \$149.04 to \$149.61. The average weighted price was \$149.308. 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.
- (18) The range of prices for the transaction reported on this line was \$150.00 to \$151.00. The average weighted price was \$150.21. 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.
- (19)

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The range of prices for the transaction reported on this line was \$151.00 to \$151.17. The average weighted price was \$151.08. 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.

- (20) The range of prices for the transaction reported on this line was \$151.01 to \$152.01. The average weighted price was \$151.9350. 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.

- (21) The range of prices for the transaction reported on this line was \$151.50 to \$152.22. The average weighted price was \$151.95. 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.

- (22) The range of prices for the transaction reported on this line was \$153.50 to \$154.09. The average weighted price was \$153.83. 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.

- (23) The range of prices for the transaction reported on this line was \$154.32 to \$154.75. The average weighted price was \$154.59. 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.

- (24) This option vests over a four-year period in 48 equal monthly installments beginning on April 15, 2011

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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