

bluebird bio, Inc.  
Form 4  
January 06, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Sullivan Eric

(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)  
01/02/2015

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

Principal Accounting Officer

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_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**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 01/02/2015                              |                                                             | M                                    | 3,500                                                                   | A \$ 20.7                                                                                                          | 3,500                                                                   | D                                                                 |
| Common<br>Stock                       | 01/02/2015                              |                                                             | M                                    | 250                                                                     | A \$ 24.47                                                                                                         | 3,750                                                                   | D                                                                 |
| Common<br>Stock                       | 01/02/2015                              |                                                             | S <sup>(1)</sup>                     | 1,169                                                                   | D \$ 88.2356<br>(2)                                                                                                | 2,581                                                                   | D                                                                 |
| Common<br>Stock                       | 01/02/2015                              |                                                             | S <sup>(1)</sup>                     | 446                                                                     | D \$ 88.8936<br>(3)                                                                                                | 2,135                                                                   | D                                                                 |
|                                       | 01/02/2015                              |                                                             | S <sup>(1)</sup>                     | 862                                                                     | D                                                                                                                  | 1,273                                                                   | D                                                                 |

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|              |            |      |     |   |  |                   |       |   |
|--------------|------------|------|-----|---|--|-------------------|-------|---|
| Common Stock |            |      |     |   |  | \$ 90.174<br>(4)  |       |   |
| Common Stock | 01/02/2015 | S(1) | 245 | D |  | \$ 91.1632<br>(5) | 1,028 | D |
| Common Stock | 01/02/2015 | S(1) | 943 | D |  | \$ 92.0156<br>(6) | 85    | D |
| Common Stock | 01/02/2015 | S(1) | 85  | D |  | \$ 92.9569<br>(7) | 0     | D |

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. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|---------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable Expiration Date                         | Title                                                         | Amount or Number of Shares                                    |
| Stock Options (right to buy)               | \$ 20.7                                                | 01/02/2015                           |                                                    | M                              | 3,500                                                                                   | (8) 12/02/2023                                           | Common Stock                                                  | 3,500                                                         |
| Stock Option (right to buy)                | \$ 24.47                                               | 01/02/2015                           |                                                    | M                              | 250                                                                                     | (9) 03/03/2024                                           | Common Stock                                                  | 250                                                           |

## Reporting Owners

| Reporting Owner Name / Address | Relationships                    |
|--------------------------------|----------------------------------|
|                                | Director 10% Owner Officer Other |

Sullivan Eric  
C/O BLUEBIRD BIO, INC.  
150 SECOND STREET  
CAMBRIDGE, MA 02141

Principal Accounting Officer

## Signatures

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

01/06/2015

\_\_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 the Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on July 17, 2014.  
The range in prices for the transaction reported on this line was \$87.53 to \$88.52. The average weighted price was \$88.2356. 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 \$88.54 to \$89.51. The average weighted price was \$88.8936. 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 \$89.62 to \$90.62. The average weighted price was \$90.1740. 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 \$90.63 to \$91.61. The average weighted price was \$91.1632. 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 \$91.66 to \$92.50. The average weighted price was \$92.0156. 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 \$92.92 to \$92.99. The average weighted price was \$92.9569. 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 over a four-year period, at a rate of twenty-five percent(25%) on November 11, 2014 and in 36 equal monthly installments thereafter.
- (9) This option vests over a four-year period, at a rate of twenty-five percent(25%) on January 1, 2015 and in 36 equal monthly installments thereafter.

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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