

JETBLUE AIRWAYS CORP

Form 4

February 18, 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 \*  
**BARGER DAVE**

(Last) (First) (Middle)

**JETBLUE AIRWAYS  
CORPORATION, 27-01 QUEENS  
PLAZA NORTH**

(Street)

**LONG ISLAND CITY, NY 11101**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol  
**JETBLUE AIRWAYS CORP  
[JBLU]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**11/11/2014**

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 Executive 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<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) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                       | Amount<br>(A)<br>or<br>(D)                                                                                         | Price                                                                   |                                                                   |
| Common<br>Stock                       | 02/13/2015                              |                                                             | M                                    |                                                                         | 60,435                                                                                                             | A (3) 845,023                                                           | D                                                                 |
| Common<br>Stock                       | 02/13/2015                              |                                                             | F                                    |                                                                         | 32,315<br>(7)                                                                                                      | D \$ 16.83 812,708                                                      | D                                                                 |
| Common<br>Stock                       | 02/13/2015                              |                                                             | M                                    |                                                                         | 90,580                                                                                                             | A (3) 903,288                                                           | D                                                                 |
| Common<br>Stock                       | 02/13/2015                              |                                                             | F                                    |                                                                         | 41,981<br>(7)                                                                                                      | D \$ 16.83 861,307                                                      | D                                                                 |
|                                       | 02/13/2015                              |                                                             | M                                    |                                                                         | 88,880                                                                                                             | A (3) 950,187                                                           | D                                                                 |

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Common  
Stock

|                 |            |      |               |   |                      |         |   |
|-----------------|------------|------|---------------|---|----------------------|---------|---|
| Common<br>Stock | 02/13/2015 | F    | 49,613<br>(7) | D | \$ 16.83             | 900,574 | D |
| Common<br>Stock | 02/17/2015 | S(8) | 10,000        | D | \$<br>16.8584<br>(9) | 890,574 | 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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                                     | 8. I<br>De<br>Sec<br>(In |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--------------------|---------------------------------------------------------------------|-------------------------------------|--------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V (A) (D)                                                                                                    | Date<br>Exercisable                                            | Expiration<br>Date | Title                                                               | Amount<br>or<br>Number<br>of Shares |                          |
| Restricted<br>Stock<br>Units                        | (3)                                                                   | 11/11/2014                              |                                                             | F                                       | 9,644<br>(1)                                                                                                 | (3)                                                            | (3)                | Common<br>Stock                                                     | 9,644                               | \$                       |
| Restricted<br>Stock<br>Units                        | (3)                                                                   | 02/13/2015                              |                                                             | D                                       | 60,435                                                                                                       | (4)                                                            | (4)                | Common<br>Stock                                                     | 60,435                              |                          |
| Restricted<br>Stock<br>Units                        | (3)                                                                   | 02/13/2015                              |                                                             | D                                       | 90,580                                                                                                       | (5)                                                            | (5)                | Common<br>Stock                                                     | 90,580                              |                          |
| Restricted<br>Stock<br>Units                        | (3)                                                                   | 02/13/2015                              |                                                             | D                                       | 88,880                                                                                                       | (6)                                                            | (6)                | Common<br>Stock                                                     | 88,880                              |                          |

## Reporting Owners

Reporting Owner Name / Address

Relationships

|          |           |                         |       |
|----------|-----------|-------------------------|-------|
| Director | 10% Owner | Officer                 | Other |
| X        |           | Chief Executive Officer |       |

BARGER DAVE  
JETBLUE AIRWAYS CORPORATION  
27-01 QUEENS PLAZA NORTH  
LONG ISLAND CITY, NY 11101

## Signatures

/s/ Eileen McCarthy by power of attorney for David J.  
Barger

02/18/2015

\_\_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).
- Represents shares withheld by the Company, as permitted under the JetBlue 2011 Incentive Compensation Plan (the "Plan"), to satisfy the Reporting Person's tax withholding obligation in connection with the vesting upon retirement eligibility of the Reporting Person on November 11, 2014 of certain restricted stock units previously awarded to the Reporting Person, as permitted under the Plan. There was no open market sale of shares by the Reporting Person.
- (1) Represents the closing market price of Company common stock on November 11, 2014.
  - (2) Upon vesting, Reporting Person is entitled to receive one share of common stock for each restricted stock unit.
  - (3) The restricted stock units vest in equal annual installments over a three year period, measured from the vesting commencement date of February 13, 2014.
  - (4) The restricted stock units vest in equal annual installments over a three year period, measured from the vesting commencement date of February 13, 2013.
  - (5) The restricted stock units vest in equal annual installments over a three year period, measured from the vesting commencement date of February 14, 2012.
  - (6) These shares were automatically withheld and returned to JetBlue to cover tax obligations upon RSU vesting, in accordance with JetBlue policy for all RSU vesting of RSU eligible employees in the United States.
  - (7) These shares were sold in compliance with a qualified selling plan adopted by the reporting person pursuant to Rule 10b5-1 promulgated under the Securities Exchange Act of 1934, as amended.
  - (8) The range of prices for the transactions reported were from \$16.73 to \$17.07. The reporting person will provide, upon request by the Commission staff, the issuer or a security holder of the issuer, full information regarding the number of shares purchased or sold at each separate price.
  - (9)

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