

HIGH SUSANNA GATTI

Form 4

February 01, 2018

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 *
HIGH SUSANNA GATTI

(Last) (First) (Middle)

**C/O BLUEBIRD BIO, INC., 60
BINNEY STREET**

(Street)

CAMBRIDGE, MA 02142

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
bluebird bio, Inc. [BLUE]

3. Date of Earliest Transaction
(Month/Day/Year)
01/30/2018

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) below)

Chief Operating 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)
Common Stock	01/30/2018		M	14,794	A \$ 68.65	28,512	D
Common Stock	01/30/2018		S ⁽¹⁾	800	D \$ 192.4927	27,712	D
Common Stock	01/30/2018		S ⁽¹⁾	3,703	D \$ 193.7439	24,009	D
Common Stock	01/30/2018		S ⁽¹⁾	4,657	D \$ 194.6525	19,352	D

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Common Stock	01/30/2018	S ⁽¹⁾	2,039	D	\$ 195.5667 (5)	17,313	D
Common Stock	01/30/2018	S ⁽¹⁾	1,702	D	\$ 196.6339 (6)	15,611	D
Common Stock	01/30/2018	S ⁽¹⁾	1,385	D	\$ 197.6065 (7)	14,226	D
Common Stock	01/30/2018	S ⁽¹⁾	490	D	\$ 198.4634 (8)	13,736	D
Common Stock	01/30/2018	S ⁽¹⁾	697	D	\$ 199.4324 (9)	13,039	D
Common Stock	01/30/2018	S ⁽¹⁾	733	D	\$ 200.8812 (10)	12,306	D
Common Stock	01/30/2018	S ⁽¹⁾	770	D	\$ 201.5739 (11)	11,536	D
Common Stock	01/30/2018	S ⁽¹⁾	204	D	\$ 202.6801 (12)	11,332	D
Common Stock	01/30/2018	S ⁽¹⁾	82	D	\$ 203.6 (13)	11,250	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 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
				Code	V	(A)	(D)	
						Date Exercisable	Expiration Date	Title

Stock Option (right to buy)	\$ 68.65	01/30/2018	M	14,794	<u>(14)</u>	12/01/2026	Common Stock	14,794
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HIGH SUSANNA GATTI C/O BLUEBIRD BIO, INC. 60 BINNEY STREET CAMBRIDGE, MA 02142			Chief Operating Officer	

Signatures

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

****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) This sales reported in the Form 4 were effected pursuant to a 10b5-1 trading plan adopted by the reporting person on December 18, 2017. The range in prices for the transaction reported on this line was \$192.00 to \$192.95. The average weighted price was \$192.4927. 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 \$193.10 to \$194.05. The average weighted price was \$193.7439. 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 \$194.10 to \$195.05. The average weighted price was \$194.6525. 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 \$195.10 to \$196.05. The average weighted price was \$195.5667. 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 \$196.10 to \$197.05. The average weighted price was \$196.6339. 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 \$197.10 to \$198.00. The average weighted price was \$197.6065. 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) The range in prices for the transaction reported on this line was \$198.10 to \$199.00. The average weighted price was \$198.4634. 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.
- (9) The range in prices for the transaction reported on this line was \$199.10 to \$200.05. The average weighted price was \$199.4324. 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.

- (10)

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The range in prices for the transaction reported on this line was \$200.20 to \$201.10. The average weighted price was \$200.8812. 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.

- (11) The range in prices for the transaction reported on this line was \$201.30 to \$202.05. The average weighted price was \$201.5739. 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.

- (12) The range in prices for the transaction reported on this line was \$202.40 to \$203.00. The average weighted price was \$202.6801. 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.

- (13) The range in prices for the transaction reported on this line was \$203.50 to \$203.70. The average weighted price was \$203.60. 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.

- (14) This option vests over a four-year period at a rate of twenty-five percent (25%) on November 30, 2017, 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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