

JETBLUE AIRWAYS CORP
 Form 4
 February 18, 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 *
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 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	02/13/2015		M		60,435 A (3) 845,023	D	
Common Stock	02/13/2015		F		32,315 (7) D \$ 16.83 812,708	D	
Common Stock	02/13/2015		M		90,580 A (3) 903,288	D	
Common Stock	02/13/2015		F		41,981 (7) D \$ 16.83 861,307	D	
	02/13/2015		M		88,880 A (3) 950,187	D	

Common
Stock

Common Stock	02/13/2015	F	49,613 <u>(7)</u>	D	\$ 16.83	900,574	D
Common Stock	02/17/2015	S ⁽⁸⁾	10,000	D	\$ 16.8584 <u>(9)</u>	890,574	D

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. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Restricted Stock Units	<u>(3)</u>	11/11/2014		F	9,644 <u>(1)</u>	<u>(3)</u>	<u>(3)</u>	Common Stock	9,644
Restricted Stock Units	<u>(3)</u>	02/13/2015		D	60,435	<u>(4)</u>	<u>(4)</u>	Common Stock	60,435
Restricted Stock Units	<u>(3)</u>	02/13/2015		D	90,580	<u>(5)</u>	<u>(5)</u>	Common Stock	90,580
Restricted Stock Units	<u>(3)</u>	02/13/2015		D	88,880	<u>(6)</u>	<u>(6)</u>	Common 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).

(1) 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.

(2) Represents the closing market price of Company common stock on November 11, 2014.

(3) Upon vesting, Reporting Person is entitled to receive one share of common stock for each restricted stock unit.

(4) The restricted stock units vest in equal annual installments over a three year period, measured from the vesting commencement date of February 13, 2014.

(5) The restricted stock units vest in equal annual installments over a three year period, measured from the vesting commencement date of February 13, 2013.

(6) The restricted stock units vest in equal annual installments over a three year period, measured from the vesting commencement date of February 14, 2012.

(7) 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.

(8) 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.

(9) 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.

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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