

Davidson David  
 Form 4  
 February 05, 2018

**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 \*  
 Davidson David

(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)  
 02/01/2018

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)  
 Chief Medical 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 <sup>(1)</sup>     | 02/01/2018                           |  | A                              |   | 11,250  | A  | \$ 0  |
| Common Stock                    | 02/02/2018                           |  | M                              |   | 4,000   | A  | \$ 5.5004   |
| Common Stock                    | 02/02/2018                           |  | S <sup>(2)</sup>               |   | 2,600   | D  | \$ 201.9065   |
| Common Stock                    | 02/02/2018                           |  | S <sup>(2)</sup>               |   | 1,400   | D  | \$ 203.2032   |



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The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 12, 2016.

- (3) The range of prices for the transaction reported on this line was \$201.55 to \$202.45. The average weighted price was \$201.9065. 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 \$202.95 to \$203.50. The average weighted price was \$203.2032. 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) This option vests over a four-year period, at a rate of twenty-five percent (25%) on January 4, 2019, and in 36 equal monthly installments.

- (6) This option to purchase shares of our common stock was granted on January 16, 2013 with performance-based vesting criteria that were met as of January 1, 2013. The shares underlying these options vested as follows: 25% vested on January 1, 2014, with the remainder of the shares vesting in equal monthly installments over the following three years.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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