

JETBLUE AIRWAYS CORP

Form DEF 14A

April 14, 2011

Table of Contents

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

JETBLUE AIRWAYS CORPORATION
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- (1) Amount Previously Paid:
 - (2) Form, Schedule or Registration Statement No.:
 - (3) Filing Party:
 - (4) Date Filed:
-

Table of Contents

JETBLUE AIRWAYS CORPORATION
118-29 Queens Boulevard
Forest Hills, New York 11375

April 14, 2011

To our Stockholders:

It is our pleasure to invite you to attend our 2011 annual meeting of stockholders. The meeting will be held at our corporate headquarters located at 118-29 Queens Boulevard, Forest Hills, New York, on Thursday, May 26, 2011, beginning at 10:00 a.m. (Eastern Time). The following notice of annual meeting of stockholders outlines the business to be conducted at the meeting.

This year we are furnishing proxy materials to stockholders via the Internet, in keeping with our business model of efficiency. This delivery method also allows us to conserve natural resources and reduce the cost of delivery while also meeting our obligations to you, our Stockholders, to provide information relevant to your continued investment in JetBlue. On April 14, 2011, we mailed a notice of internet availability of proxy materials containing instructions on how to access our proxy materials and vote via the Internet. The notice of Internet availability of proxy materials also provides information on how stockholders may obtain paper copies of our proxy materials if they so choose.

We encourage you to review these materials and vote your shares. You may vote via the Internet, by telephone or, if you receive a paper proxy card in the mail, by mailing the completed proxy card. If you attend the annual meeting, you may vote your shares in person even if you previously voted your proxy. Please vote as soon as possible to ensure that your shares will be represented and counted at the annual meeting.

Very truly yours,

Dave Barger
President, Chief Executive Officer and Director

On behalf of the Board of Directors of JetBlue Airways Corporation

TABLE OF CONTENTS

JETBLUE AIRWAYS CORPORATION 118-29 Queens Boulevard Forest Hills, New York 11375
NOTICE OF ANNUAL MEETING OF STOCKHOLDERS To be held on May 26, 2011
IF YOU PLAN TO ATTEND
SUMMARY INFORMATION
FINANCIAL PERFORMANCE
COMPENSATION HIGHLIGHTS
ELECTION OF DIRECTORS (Proposal 1)
PROPOSALS TO APPROVE COMPENSATION PLANS (Proposals 3 and 4)
ADVISORY VOTES ON EXECUTIVE COMPENSATION (Proposals 5 and 6)
PROXY STATEMENT 2011 ANNUAL MEETING OF STOCKHOLDERS
QUESTIONS AND ANSWERS ABOUT THE ANNUAL MEETING AND VOTING
PROPOSAL 1 -- ELECTION OF DIRECTORS
CORPORATE GOVERNANCE MATTERS
BOARD MEETINGS AND BOARD COMMITTEE INFORMATION
DIRECTOR COMPENSATION
SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND
RELATED SHAREHOLDER MATTERS
PROPOSAL 2 -- RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC
ACCOUNTING FIRM
AUDIT COMMITTEE REPORT
PROPOSAL 3 -- APPROVAL OF JETBLUE AIRWAYS CORPORATION 2011 INCENTIVE
COMPENSATION PLAN
PROPOSAL 4 -- APPROVAL OF JETBLUE AIRWAYS CORPORATION 2011 CREWMEMBER
STOCK PURCHASE PLAN
PROPOSAL 5 -- ADVISORY RESOLUTION ON EXECUTIVE COMPENSATION
PROPOSAL 6 -- ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON
EXECUTIVE COMPENSATION
COMPENSATION DISCUSSION AND ANALYSIS
COMPENSATION COMMITTEE REPORT
SUMMARY COMPENSATION TABLE
GRANTS OF PLAN-BASED AWARDS
OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END
OPTION EXERCISES AND STOCK VESTED
OTHER MATTERS
ADDITIONAL INFORMATION
APPENDIX A JETBLUE AIRWAYS CORPORATION 2011 INCENTIVE COMPENSATION PLAN
APPENDIX B JETBLUE AIRWAYS CORPORATION 2011 CREWMEMBER STOCK PURCHASE
PLAN

Table of Contents

JETBLUE AIRWAYS CORPORATION
118-29 Queens Boulevard
Forest Hills, New York 11375

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
To be held on May 26, 2011

Date of Meeting: May 26, 2011

Time: 10:00 a.m. (Eastern Time)

Place: 118-29 Queens Boulevard, Forest Hills, New York

Items of Business: We are holding the 2011 annual meeting of stockholders for the following purposes:

To elect ten directors nominated by the Board of Directors to serve until the 2012 annual meeting of stockholders;

To ratify the selection of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2011;

To approve the 2011 Incentive Compensation Plan;

To approve the 2011 Crewmember Stock Purchase Plan;

To approve an advisory resolution on executive compensation;

To conduct an advisory vote on the frequency of future advisory votes on executive compensation; and

To transact such other business as may properly come before the annual meeting or any adjournment thereof.

The proxy statement describes these items in more detail. As of the date of this notice, we have not received notice of any other matters that may be properly presented at the annual meeting.

Record Date: March 31, 2011

Voting: **YOUR VOTE IS VERY IMPORTANT.** Whether or not you plan to attend the annual meeting of stockholders, we urge you to vote and submit your proxy in order to ensure the presence of a quorum. You have three options for submitting your vote before the 2011 annual meeting: Internet, toll-free telephone or mail. If you are a beneficial owner whose shares are held of record by a broker, your broker has discretionary voting authority to vote your shares on the ratification of our independent registered public accounting firm, even if the broker does not receive voting instructions from you. However, your broker does not have discretionary authority to vote on the election of directors, on the advisory votes or on the plan proposals without instructions from you, in which case a broker non-vote will occur and your shares will not be voted on these matters.

**Date These Proxy
Materials Are First
Being Made
Available on the
Internet:**

On or about April 14, 2011

Table of Contents

IF YOU PLAN TO ATTEND

Please note that space limitations make it necessary to limit attendance to stockholders and one guest. Admission to the annual meeting will be on a first-come, first-served basis. Registration will begin at 9:00 a.m. Either an admission ticket or proof of ownership of JetBlue stock, as well as a form of government-issued photo identification, such as a driver's license or passport, must be presented in order to be admitted to the annual meeting. If you are a stockholder of record, your admission ticket is attached to your proxy card. Stockholders holding stock in brokerage accounts (street name holders) will need to bring a copy of a brokerage statement reflecting their stock ownership as of the record date. Cameras, recording devices and other electronic devices will not be permitted at the annual meeting.

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON MAY 26, 2011

The notice of annual meeting, the proxy statement and our fiscal 2010 annual report to stockholders are available on our website at <http://investor.jetblue.com>. Additionally, in accordance with Securities and Exchange Commission (SEC) rules, you may access our proxy materials at www.proxyvote.com.

By Order of the Board of Directors,

James G. Hnat
Executive Vice President, General Counsel and
Corporate Secretary

April 14, 2011
Forest Hills, New York

Table of Contents**SUMMARY INFORMATION**

To assist you in reviewing JetBlue's 2010 performance, we would like to call your attention to key elements of our proxy statement. The following description is only a summary. For more complete information about these topics, please review the Company's Annual Report on Form 10-K and this proxy statement.

FINANCIAL PERFORMANCE

JetBlue achieved strong financial results in 2010 against a backdrop of significant weather events and a challenging economic and industry environment. Our executive compensation decisions in 2010 were greatly influenced by our strong operating results during this challenging environment:

	Fiscal 2010	Fiscal 2009	Change (%)
	(\$ in millions, except per share amounts)		
Pretax income	161	104	56.1%
Net income	97	61	59.9%
Earnings per diluted share	0.31	0.21	47.6%
Stock price as of fiscal year end(1)	\$ 6.61	\$ 5.45	21.3%

(1) Represents the closing market price of our common stock on December 31, 2010 and December 31, 2009, respectively.

We achieved record operating revenue of \$3.78 billion in 2010. We also achieved several non-financial milestones. For the sixth consecutive year we were recognized by J.D. Power and Associates as having the highest customer satisfaction among low cost airlines in North America. We successfully transitioned our customer service system to Sabre, a significant undertaking that will result in a more robust platform for our commercial endeavors, better customer service and more efficient operations in the future. We also managed the several month-long closure of a significant runway at our home base of operations, John F. Kennedy International Airport.

COMPENSATION HIGHLIGHTS

This strong performance is reflected in the compensation that our senior executives earned in 2010, as described in the Compensation Discussion and Analysis section in this proxy statement.

The Board reported that they awarded Dave Barger, our President and Chief Executive Officer, incentive compensation for 2010 which was commensurate with business results, including an annual incentive award of \$300,000 and a long-term incentive award valued at \$750,000. Consistent with our executive compensation philosophy and commitment to pay for performance principles, the majority of our Chief Executive Officer's total direct compensation of \$1.2 million for 2010 was incentive-based and at risk.

The compensation of our other senior executive officers further reflects both our strong 2010 performance and our compensation philosophy:

Named Executive Officer	2010 Base Salary	2010 Annual Incentive Award	2010 Long Term Incentive Award Value	2010 Total Direct Compensation
Edward Barnes	\$ 400,000	\$ 200,000	\$ 350,000	\$ 950,000
Robin Hayes	\$ 400,000	\$ 200,000	\$ 350,000	\$ 950,000
James Hnat	\$ 400,000	\$ 200,000	\$ 350,000	\$ 950,000
Robert Maruster	\$ 400,000	\$ 200,000	\$ 350,000	\$ 950,000

Table of Contents

ELECTION OF DIRECTORS (Proposal 1)

You will find important information about the qualifications and experience of each of the director nominees that you are being asked to elect. The Corporate Governance and Nominating Committee performs an annual assessment to evaluate whether our directors have the skills and experience to effectively oversee the Company. We believe all of our directors have proven leadership qualities, sound judgment, integrity and a commitment to the success of our Company.

PROPOSALS TO APPROVE COMPENSATION PLANS (Proposals 3 and 4)

You are also being asked to approve our JetBlue Airways Corporation 2011 Incentive Compensation Plan, which will replace our expiring Amended and Restated 2002 Stock Incentive Plan, as set forth in **Proposal 3**. This plan has been updated and modernized to reflect current governance best practices, such as a double trigger for change in control and other items, highlighted on page 26-27.

Finally, you are being asked to approve our JetBlue Airways Corporation 2011 Crewmember Stock Purchase Plan, as set forth in **Proposal 4**. The 2011 Crewmember Stock Purchase Plan will replace our expiring Amended and Restated 2002 Crewmember Stock Purchase Plan.

ADVISORY VOTES ON EXECUTIVE COMPENSATION (Proposals 5 and 6)

Our stockholders now have the opportunity to cast a non-binding, advisory vote on our executive compensation program, as set forth in **Proposal 5, also referred to as say on pay**. In evaluating this say on pay proposal, we recommend that you review our Compensation Discussion and Analysis, which explains how and why the Compensation Committee of our Board arrived at its executive compensation actions and decisions for 2010.

We are also asking our shareholders to cast a non-binding, advisory vote on the frequency of future say on pay votes every one, two, or three years, as set forth in **Proposal 6, also referred to as say on frequency**. We believe that an advisory vote **every 1 year** will allow our stockholders to provide us their valuable input in the timeliest manner, which is consistent with our practice of engaging in frequent dialogue with our stockholders on corporate governance matters

Additional information about our corporate governance policies is also contained in the proxy statement.

Table of Contents

JETBLUE AIRWAYS CORPORATION

**118-29 Queens Boulevard
Forest Hills, New York 11375**

**PROXY STATEMENT
2011 ANNUAL MEETING OF STOCKHOLDERS**

We are making this proxy statement available to you on or about April 14, 2011 in connection with the solicitation of proxies by our Board of Directors for the JetBlue Airways Corporation 2011 annual meeting of stockholders. At JetBlue and in this proxy statement, we refer to our employees as crewmembers. Also in this proxy statement, we sometimes refer to JetBlue as the Company, we or us, and to the 2011 annual meeting of stockholders as the annual meeting. When we refer to the Company's fiscal year, we mean the annual period ending on December 31 of the stated year. Information in this proxy statement for 2010 generally refers to our 2010 fiscal year, which was from January 1 through December 31, 2010.

QUESTIONS AND ANSWERS ABOUT THE ANNUAL MEETING AND VOTING

What is the record date?

The record date for the annual meeting is March 31, 2011. On the record date, there were 295,829,916 shares of our common stock outstanding and there were no outstanding shares of any other class of stock.

Who is entitled to vote?

Only stockholders of record at the close of business on March 31, 2011 will be entitled to vote at the 2011 annual meeting of stockholders and any adjournments thereof. Holders of shares of common stock as of the record date are entitled to cast one vote per share on all matters.

How do I vote?

Registered holders may vote:

By Internet: go to www.proxyvote.com;

By toll-free telephone: call 1-800-690-6903; or

By mail (if you received a paper copy of the proxy materials by mail): mark, sign, date and promptly mail the enclosed proxy card in the postage-paid envelope.

If your shares are held in the name of a broker, bank or other holder of record, follow the voting instructions you receive from the holder of record to vote your shares.

How will my shares be voted at the annual meeting?

Proxies will be voted as instructed by the stockholder or stockholders granting the proxy. Unless contrary instructions are specified, if the proxy is completed and submitted (and not revoked) prior to the annual meeting, the shares of JetBlue common stock represented by the proxy will be voted:

FOR the election of each of the ten director candidates nominated by the Board of Directors;

FOR the ratification of the selection of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2011;

Table of Contents

FOR approval of the 2011 Incentive Compensation Plan;

FOR approval of the 2011 Crewmember Stock Purchase Plan;

FOR approval of the advisory resolution on executive compensation;

to conduct future advisory votes on executive compensation **EVERY 1 YEAR**; and

in accordance with the best judgment of the named proxies on any other matters properly brought before the annual meeting.

What can I do if I change my mind after I vote?

Any proxy may be revoked at any time prior to its exercise at the 2011 annual meeting of stockholders. A stockholder who delivers an executed proxy pursuant to this solicitation may revoke it at any time before it is exercised by (i) executing and delivering a later-dated proxy card to our corporate secretary prior to the annual meeting; (ii) delivering written notice of revocation of the proxy to our corporate secretary prior to the annual meeting; (iii) voting again by telephone or over the Internet prior to 11:59 p.m., Eastern Time, on May 25, 2011; or (iv) attending and voting in person at the annual meeting. Attendance at the annual meeting, in and of itself, will not constitute a revocation of a proxy. If you hold your shares through a broker, bank, or other nominee, you may revoke any prior voting instructions by contacting that firm or by voting in person via legal proxy at the annual meeting.

What is a quorum?

The presence of the holders of stock representing a majority of the voting power of all shares of stock issued and outstanding and entitled to vote at the annual meeting, in person or represented by proxy, is necessary to constitute a quorum. Abstentions and broker non-votes are counted as present and entitled to vote for purposes of determining a quorum.

What are the voting requirements to elect directors and to approve each of the proposals?

If a quorum is present, a nominee for election to a position on the Board of Directors will be elected by a plurality of the votes cast at the meeting, which means that eleven nominees receiving the highest number of **FOR** votes will be elected directors; however, a director who receives more withheld votes than for votes is required to submit his or her resignation to the Board and the Board may either accept the resignation or disclose its reasons for not doing so in a report filed with the SEC within 90 days of the certification of election results. If a quorum is present, ratification of our independent registered public accounting firm, approval of the advisory resolution on executive compensation, approval of the frequency of future advisory votes on executive compensation, approval of the 2011 Stock Incentive Plan, approval of the 2011 Crewmember Stock Purchase Plan, and any other matters that properly come before the meeting, require that the votes cast in favor of such actions exceed the votes cast against such actions. For Proposals 2-6, abstentions have the same effect as negative votes. Broker non-votes (shares held by brokers that do not have discretionary authority to vote on a matter and have not received voting instructions from their clients) have no effect.

What is a broker non-vote?

If you are a beneficial owner whose shares are held of record by a broker, you must instruct the broker how to vote your shares. If you do not provide voting instructions, your shares will not be voted on any proposal on which the broker does not have discretionary authority to vote. This is called a broker non-vote. In these cases, the broker can

register your shares as being present at the annual meeting for purposes of determining the presence of a quorum but will not be able to vote on those matters for which specific authorization is required. If you are a beneficial owner whose shares are held of record by a broker, your broker has discretionary voting authority to vote your shares on the ratification of our independent registered public accounting firm, even if the broker does not receive

Table of Contents

voting instructions from you. However, your broker does not have discretionary authority to vote on any other matter without instructions from you, in which case a broker non-vote will occur and your shares will not be voted on these matters. Please vote your proxy so your vote can be counted.

How do I vote my 401(k) plan shares?

If you are a stockholder through participation in the JetBlue 401(k) Retirement Plan, the proxy also serves as voting instructions to the plan trustees. The plan trustees will cause allocated shares held under the plan, for which the trustees have not received direction, to be present at the meeting for purposes of determining a quorum but not voted in respect of any matter to come before the annual meeting.

How do foreign owners vote?

To comply with restrictions imposed by federal law on foreign ownership of U.S. airlines, our Amended and Restated Certificate of Incorporation and our amended consolidated Fifth Amended and Restated Bylaws (the *Bylaws*) restrict foreign ownership of shares of our common stock. The restrictions imposed by federal law currently require that no more than 25% of our voting stock be owned or controlled, directly or indirectly, by persons who are not United States citizens. Our Bylaws provide that no shares of our common stock may be voted by or at the direction of non-U.S. citizens unless such shares are registered on a separate stock record, which we refer to as the foreign stock record. Our Bylaws further provide that no shares of our common stock will be registered on the foreign stock record if the amount so registered would exceed the foreign ownership restrictions imposed by federal law. Any holder of JetBlue common stock who is not a United States citizen and has not registered its shares on the foreign stock record maintained by us will not be permitted to vote its shares at the annual meeting. The enclosed proxy card contains a certification that by signing the proxy card or voting by telephone or electronically, the stockholder certifies that such stockholder is a United States citizen as that term is defined in the Federal Aviation Act or that the shares represented by the proxy card have been registered on our foreign stock record. As of the March 31, 2011 record date for the annual meeting, shares representing less than 25% of our total outstanding voting stock are registered on the foreign stock record.

Under Section 40102(a)(15) of the Federal Aviation Act, the term *citizen of the United States* is defined as: (i) an individual who is a citizen of the United States, (ii) a partnership each of whose partners is an individual who is a citizen of the United States, or (iii) a corporation or association organized under the laws of the United States or a state, the District of Columbia or a territory or possession of the United States of which the president and at least two-thirds of the Board of Directors and other managing officers are citizens of the United States, and in which at least 75% of the voting interest is owned or controlled by persons that are citizens of the United States.

Who pays for soliciting the proxies?

We pay the cost of soliciting the proxies. In addition, our directors, officers and associates may, without additional compensation, also solicit proxies by mail, telephone, personal contact, facsimile or through similar methods. We will, upon request, reimburse brokerage firms and others for their reasonable expenses in forwarding solicitation material to the beneficial owners of our stock.

Will the annual meeting be webcast?

Yes. Our annual meeting will be broadcast live on the Internet. To listen to the audio broadcast, log on to <http://investor.jetblue.com> at 10:00 a.m. (Eastern Time) on May 26, 2011. The audio broadcast will be archived on that website for at least 120 days.

Table of Contents

What is householding and how does it affect me?

The SEC has adopted rules that permit companies and intermediaries such as brokers to satisfy delivery requirements for proxy statements with respect to two or more stockholders sharing the same address by delivering a single proxy statement addressed to those stockholders. This process, which is commonly referred to as householding, potentially provides extra convenience for stockholders and cost savings for companies. We and some brokers household proxy materials, delivering a single proxy statement or annual report to multiple stockholders sharing an address, unless contrary instructions have been received from the affected stockholders. Once you have received notice from your broker or us that they or we will be householding materials to your address, householding will continue until you are notified otherwise or until you revoke your consent. If, at any time, you no longer wish to participate in householding and would prefer to receive a separate proxy statement or annual report, please notify us by sending a written request to Investor Relations, JetBlue Airways Corporation, 118-29 Queens Boulevard, Forest Hills, New York 11375 or by calling us at (718) 709-3084. You may also notify us to request delivery of a single copy of our annual report or proxy statement if you currently share an address with another stockholder and are receiving multiple copies of our annual report or proxy statement.

Is there a list of stockholders entitled to vote at the annual meeting?

The names of stockholders entitled to vote at the annual meeting will be available at the annual meeting and for ten days prior to the meeting for any purpose germane to the meeting, between the hours of 9:00 a.m. and 4:30 p.m. (Eastern Time), at our principal executive offices at 118-29 Queens Boulevard, Forest Hills, New York 11375, by contacting our General Counsel, James Hnat.

Table of Contents**PROPOSAL 1 ELECTION OF DIRECTORS**

There are currently eleven members of our Board of Directors and, assuming the election of all nominees, immediately following the annual meeting our Board of Directors will consist of ten directors. Each member's term will expire at the annual meeting. As discussed in greater detail below, the Board is recommending that you reelect nine of the current members for an additional one year term and elect one new member for an initial one year term at the annual meeting. As disclosed in our Form 8-K filed with the SEC on February 16, 2011, Robert Clanin and Christoph Franz have decided to not stand for reelection at the annual meeting.

Based on the recommendation of the Corporate Governance and Nominating Committee, the Board of Directors has nominated David Barger, Peter Boneparth, David Checketts, Stephan Gemkow, Virginia Gambale, Stanley McChrystal, Joel Peterson, Ann Rhoades and Frank Sica, each a current director of the Company, and one new director nominee, Jens Bischof, to be elected as a director of the Company. If elected, each of the nominees will serve until the next annual meeting of stockholders to be held in 2012, or until such time as their respective successors have been duly elected and qualified or until his or her earlier death or disability.

The Board believes that each of the nominees will be available and able to serve as a director. If a nominee is unable or unwilling to serve as a director if elected, the shares of common stock represented by all valid proxies will be voted at the annual meeting for the election of such substitute as the Board may recommend. The Board may reduce the number of directors to eliminate the vacancy or the Board may fill the vacancy at a later date after selecting an appropriate nominee. The affirmative vote of a plurality of the shares present and voting is required to elect a director, which means that the eleven nominees receiving the highest numbers of votes cast at the annual meeting by the holders of shares of our common stock will be elected as directors; however, a director who receives more withheld votes than for votes is required to submit his or her resignation to the Board and the Board may either accept the resignation or disclose its reasons for not doing so in a report filed with the SEC within 90 days of the certification of election results.

THE BOARD OF DIRECTORS RECOMMENDS THAT STOCKHOLDERS VOTE FOR EACH NOMINEE**Nominees for Director**

Name	Age	Position(s) with the Company	Director Since
David Barger	53	President, Chief Executive Officer and Director	2001
Jens Bischof	45	Director	(1)
Peter Boneparth	51	Director	2008
David Checketts	55	Director	2000
Virginia Gambale	51	Director	2006
Stephan Gemkow	51	Director	2008
Stanley McChrystal	56	Director	2010
Joel Peterson	63	Chairman of the Board	1999
Ann Rhoades	66	Director	2001
Frank Sica	60	Vice Chairman of the Board	1998

(1) Mr. Bischof is a new director-nominee.

Director Qualifications and Biographical Information

Our Board is composed of a diverse group of leaders in their respective fields. Many of the current directors have leadership experience at major domestic and international companies with operations inside and outside the United States, as well as experience on other companies' boards, which provides

Table of Contents

an understanding of different business processes, challenges and strategies. Other directors have experience at academic institutions, which brings unique perspectives to the Board. Further, each of the Company's directors has other specific qualifications that make them valuable members of our Board, such as financial literacy, talent and brand management, customer service experience and crewmember relations, as well as other experience that provides insight into issues faced by us.

The Board periodically reviews diversity of viewpoints, background, experience, accomplishments, education and skills when evaluating nominees. The Board believes this diversity is demonstrated in the range of experiences, attributes and skills of the current members of the Board. The Board believes that such diversity is important because it provides varied perspectives, which promotes active and constructive discussion among Board members and between the Board and management, resulting in more effective oversight of management's formulation and implementation of strategic initiatives. The Board believes that directors should contribute positively to the existing chemistry and collaborative culture among the Board members. The Board also believes that its members should possess a commitment to the success of the Company, proven leadership qualities, sound judgment and a willingness to engage in constructive debate. While we have no formal policy on director diversity, the Corporate Governance and Nominating Committee seeks directors who have these qualities to achieve an ultimate goal of a well-rounded Board that functions well as a team, something which is critically important to the Company. In determining whether an incumbent director should stand for reelection, the Corporate Governance and Nominating Committee considers the above factors, as well as that director's personal and professional integrity, attendance, preparedness, participation and candor, the individual's satisfaction of the criteria for the nomination of directors set forth in our Corporate Governance Guidelines and other relevant factors as determined by the Board. Periodically, the Corporate Governance and Nominating Committee reviews the Company's short- and long-term business plans to gauge what additional current and future skills and experience may be required of the Company's Board and any future Board candidates. The Corporate Governance and Nominating Committee seeks to use the results of the assessment process as it identifies and recruits potential director candidates.

Mr. Barger is our President and Chief Executive Officer. He has served as our Chief Executive Officer since May 2007 and our President since June 2009. He previously served as our President from August 1998 until September 2007, and as our Chief Operating Officer from August 1998 until March 2007. Mr. Barger is a member of the team that founded JetBlue. Mr. Barger is currently serving as the Chair of the FAA's NextGen Advisory Committee for a two year term that expires in 2012. Mr. Barger is on the Executive Committee and the Board of Governors of the Flight Safety Foundation, as well as with Pencil, a non-profit organization devoted to improving public education in New York City. He is a past president of the Wings Club, a New York based aviation group. Mr. Barger is also a co-Chair of generationON, an organization dedicated to helping young people get involved in their communities. Mr. Barger does not presently serve on other U.S. public company boards and has not served on another U.S. public company board within the past five years. As a senior airline executive, Mr. Barger's qualifications and experience include airline operational experience, knowledge of the competitive landscape, talent management, general airline industry knowledge and crewmember relations experience.

Mr. Bischof is a Member of the Lufthansa German Airlines Board as of April 2011. His area of responsibility within the Board is Sales, Revenue Management and International Operations. Mr. Bischof has been with Deutsche Lufthansa AG since 1990. He worked in various positions in cargo operations and in corporate procurement before he was appointed Vice President, Corporate Procurement and Supply Management in 2000. In 2005 and 2006 he led the post-merger integration of SWISS Intl. Airlines into the Lufthansa Group. As of September 2006 through March, 2011 he served as Vice President, The Americas and was responsible for all commercial activities of Deutsche Lufthansa AG in North and South America. Mr. Bischof is being nominated to our Board of Directors in connection with Deutsche Lufthansa AG's purchase of approximately 19% of our common stock in 2008. Deutsche Lufthansa AG nominated Mr. Bischof for the appointment following Dr. Franz's notice of

Table of Contents

resignation. As a senior airline executive, Mr. Bischof's qualifications and experience include sales, marketing, revenue management, airline operations, cargo operations, procurement as well as general airline industry knowledge.

Mr. Boneparth has been a Senior Advisor of Irving Capital Partners, a private equity group, since February 2009. He served as president and CEO of the Jones Apparel Group from 2002 to 2007. Mr. Boneparth is a director of Kohl's Corporation. Within the past five years, Mr. Boneparth also served as a director of Jones Apparel Group Inc. As a senior retail executive, Mr. Boneparth's qualifications and experience include finance and investment experience, talent management, international business experience, knowledge of brand enhancement and customer service, oversight of risk management and crewmember relations.

Mr. Checketts has been an independent investor and Chairman of New York-based SCP Worldwide, an investment firm that focuses on sports, media and entertainment assets since 2001. From 1994 to 2001, Mr. Checketts was President and Chief Executive Officer of Madison Square Garden Corporation. From 1991 to 1994, Mr. Checketts was the President of the New York Knicks professional basketball team. From 1990 to 1991, he was Vice President of Development for the National Basketball Association. From 1984 to 1990, Mr. Checketts was President of the Utah Jazz professional basketball team. Within the past five years, Mr. Checketts also served as a director of McLeodUSA, Inc. and Citadel Broadcasting Corp. As an investor and Chairman of an investment firm, Mr. Checketts' qualifications and experience include business operations, finance and investment experience, knowledge of our competitive landscape, and experience with customer service, brand and talent management.

Ms. Gambale has been a Managing Partner of Azimuth Partners LLC, a strategic and advisory firm in the field of technology and data communications solutions, since 2003. Prior to starting Azimuth Partners, Ms. Gambale was a Partner at Deutsche Bank Capital and ABS Ventures from 1999 to 2003. Prior to that, she held the position of Chief Information Officer at Bankers Trust Alex. Brown and Merrill Lynch. Ms. Gambale serves as a director of Piper Jaffray Companies (term expected to end May 4, 2011). Within the past five years, Ms. Gambale also served as a director of Motive, Inc. As a former Chief Information Officer and a partner at a firm involved with technology and data communications, Ms. Gambale's qualifications and experience include the management of large scale, high transaction volume systems and technology infrastructure, as well as investing in innovative technologies and developing the ability to adapt and grow these technologies to significantly enhance the performance of operations, risk management and delivery of new products.

Mr. Gemkow is a member of the Deutsche Lufthansa AG Executive Board and its Chief Financial Officer, serving in that capacity since June 2006. Mr. Gemkow joined Deutsche Lufthansa AG in 1990, working initially in Corporate Organization and Strategic Corporate Development. He then moved on to work in various management capacities before serving as Area Sales Manager in Washington D.C. from 1994 to 1997. He subsequently took over as Head of Investor Relations, and in 2001 was appointed Senior Vice President Corporate Finance. In February 2004, Mr. Gemkow joined the Executive Board of Lufthansa Cargo AG, where he was responsible for Finance and Human Resources. He is a member of the Exchange Experts Commission advising the German Federal Ministry of Finance. Mr. Gemkow was appointed to our Board of Directors in connection with Deutsche Lufthansa AG's purchase of approximately 19% of our common stock in 2008. Deutsche Lufthansa AG nominated Mr. Gemkow for the appointment. Mr. Gemkow serves on the Board of GfK SE, a public company in Germany (term expected to end May 26, 2011). As the Chief Financial Officer of an international airline, Mr. Gemkow's experience and qualifications include finance and investment experience, airline operational experience, knowledge of the competitive landscape, experience with government and regulatory affairs, risk management, including commodities risk, customer service and brand enhancement, international experience and general airline industry knowledge.

General (Ret.) McChrystal is a 34-year U.S. Army veteran of multiple wars. Gen. McChrystal commanded the U.S. and NATO's security mission in Afghanistan, served as the director of the Joint

Table of Contents

Staff and was the Commander of Joint Special Operations Command, where he was responsible for the nation's deployed military counter terrorism efforts. Gen. McChrystal is a graduate of the United States Military Academy at West Point, the United States Naval Command and Staff College and was a military fellow at both the Council on Foreign Relations and the Kennedy School of Government at Harvard University. The General is currently teaching a seminar on leadership at the Jackson Institute for Global Affairs at Yale University and serves alongside his wife Annie on the Board of Directors for the Yellow Ribbon Fund, a non-profit organization committed to helping wounded veterans and their families. Mr. McChrystal is a director of Navistar International Corp. As a former senior military leader, Mr. McChrystal has experience in logistics, air traffic issues, talent management and experience with government and regulatory affairs.

Mr. Peterson is the founding partner of Peterson Partners, LLP, a private equity firm he founded in 1995. He is also the founding partner of Peterson Ventures, which manages a portfolio of small, early-stage investments. From 1973 to 1991, Mr. Peterson served in several positions at Trammell Crow Company, a commercial real estate service company, including Chief Executive Officer from 1988 to 1991 and Chief Financial Officer from 1977 to 1985. Mr. Peterson has taught at the Stanford Graduate School of Business since 1992 and serves as a director for the Center for Leadership Development and Research. Mr. Peterson is a director of Franklin Covey Co. As a private equity investor and former Chief Executive Officer and Chief Financial Officer of a commercial real estate service company, Mr. Peterson's qualifications and experience include knowledge of real estate, customer service, talent management and international experience.

Ms. Rhoades has served as the President of PeopleInk, Inc., a human resources consulting firm, since its inception in 1999. From 1999 through 2002, Ms. Rhoades served as our Executive Vice President, People. From 1995 to 1999, Ms. Rhoades was the Executive Vice President, Team Services for Promus Hotel/DoubleTree Hotels Corporation. From 1989 to 1995, Ms. Rhoades was the Vice President, People for Southwest Airlines. Ms. Rhoades is a director of P. F. Chang's China Bistro, Inc. Within the past five years, Ms. Rhoades also served as a director of Restoration Hardware, Inc. As the president of a human resources consulting firm and a former airline executive, Ms. Rhoades qualifications and experience include knowledge of our competitive landscape, experience in areas of customer service, talent management, brand enhancement and crewmember relations.

Mr. Sica has served as a Managing Partner at Tailwind Capital, a private equity firm, since 2006. From 2004 to 2005, Mr. Sica was a Senior Advisor to Soros Private Funds Management. During that period Mr. Sica was also President of Menemsha Capital Partners, Ltd., a private investment firm. From 2000 to 2003, Mr. Sica was President of Soros Private Funds Management LLC, which oversaw the direct real estate and private equity investment activities of Soros. In 1998, Mr. Sica joined Soros Fund Management, where he was a Managing Director responsible for Soros private equity investments. From 1988 to 1998, Mr. Sica was a Managing Director in Morgan Stanley's Merchant Banking Division. In 1996, Mr. Sica was elevated to co-CEO of Morgan Stanley's Merchant Banking Division. Prior to 1988, Mr. Sica was a Managing Director in Morgan Stanley's mergers and acquisitions department. From 1974 to 1977, Mr. Sica was an officer in the U.S. Air Force. Mr. Sica is a director of CSG Systems International, Inc., Safe Bulkers, Inc. and Kohl's Corporation. Within the past five years, Mr. Sica also served as a director of Emmis Communications Corp. and NorthStar Realty Finance Corporation. As a private equity investor, Mr. Sica's qualifications and experience include finance and investment experience, talent management, experience in the areas of real estate, technology, risk management oversight (including commodities risk), general airline industry knowledge and international business and finance experience.

Table of Contents

CORPORATE GOVERNANCE MATTERS

Corporate Governance Practices

One of JetBlue's core values is Integrity. As a company, we try to do the right thing for our stakeholders, including crewmembers, our customers, our stockholders and the communities in which we operate. One of the ways in which we try to live the value is through our governance practices, which are designed to enhance transparency for our stockholders and our crewmembers. We are known for innovation in areas of our business and we strive to bring those values of integrity and innovation into the governance arena as well. We have adopted the following practices in keeping with this goal:

Majority of Independent Directors. We have a majority of independent directors serving on our Board. We currently have only one employee director, Mr. Barger, our Chief Executive Officer and President, on the Board of eleven members.

Separation of Chairman of the Board and Chief Executive Officer. The Board recognizes that one of its key responsibilities is to evaluate and determine its optimal leadership structure so as to provide independent oversight of management. We believe that the interests of the Company and our stockholders are best served by separating the positions of Chief Executive Officer and Chairman of the Board. We believe this governance structure empowers both the Board of Directors and the Chief Executive Officer, and promotes balance between the authority of those who oversee our business and those who manage it on a day-to-day basis. In our independent Chairman, our Chief Executive Officer has a counterpart who can be a thought partner. We believe this corporate structure also permits the Board of Directors to have a healthy dynamic that enables them to function to the best of their abilities, individually and as a unit.

Annual Elections of Board Members. JetBlue's Bylaws provide that directors are elected annually.

Executive Compensation Recoupment Policy. Our Board of Directors has adopted a policy, often referred to as a claw-back policy, which requires reimbursement of all or a portion of any bonus, incentive payment, or equity-based award granted to or received by any executive officer and certain other officers after January 1, 2010 where: (a) the payment was predicated upon the achievement of certain financial results that were subsequently the subject of a restatement, (b) in the Board's view the executive engaged in willful misconduct that caused or partially caused the need for the restatement, and (c) a lower payment would have been made to the executive based upon the restated financial results.

Director Stock Ownership. Our Board of Directors has adopted a policy whereby directors hold their grants of director stock units throughout their tenure as a director. Vested equity is issued six months following the director's departure from the Board of Directors. Directors are no longer required to hold a specific number of shares of common stock since such a requirement would be redundant in light of our hold through retirement policy.

Director Resignation Policy. Our Board of Directors has adopted a policy whereby a director who receives more withheld votes than for votes in an uncontested election of directors is required to submit a resignation to the Board. The Board may either accept the resignation or disclose its reasons for not accepting the resignation in a report filed with the SEC within 90 days of the certification of election results. The policy is embedded in our governance guidelines and in our Bylaws.

Removal of Supermajority Provisions from our Charter Documents. As approved by our stockholders, we removed supermajority voting requirements from our Bylaws in order to give our stockholders a more meaningful vote in

various corporate matters.

Executive Compensation Practices. We strive for transparent and realistic compensation packages, as discussed more fully in the Compensation Discussion and Analysis, which starts on page 45.

Table of Contents

Retirement and Pension Practices. We do not provide our executives with significant post-employment retirement or pension benefits. We sponsor a retirement plan with a 401(k) component for all of our crewmembers.

Corporate Sustainability Practices. We have issued corporate sustainability reports which discuss our greenhouse gas emissions efforts, our environmental awareness programs which we call Jetting to Green and our community efforts, involving business partners in endeavors to, for example, build playgrounds, plant trees and donate books to the communities in which we live and work. More information on these efforts, and our corporate sustainability reports, is available at <http://www.jetblue.com/green>.

Corporate Governance Guidelines. We have adopted governance guidelines to help us maintain the vitality of our Board, including areas relating to Board and committee composition, annual meeting attendance, stockholder communication with the Board, qualifications and director candidate selection process including our policy on consideration of candidates recommended by stockholders and our Code of Business Conduct and our Values – Safety, Integrity, Caring, Fun and Passion. These guidelines are available at <http://investor.jetblue.com>.

Code of Business Conduct

We are committed to operating our business with high levels of accountability, integrity and responsibility. The Code of Business Conduct governs our affairs and is a means by which we commit ourselves to conduct our business in an honest and ethical manner. The Code governs the members of our Board of Directors and our crewmembers and includes provisions relating to how we strive to deal with each other, our business partners, our investors and the public. The Code is available at <http://investor.jetblue.com>. We intend to post any amendments and any waivers of our Code of Business Conduct on our website within four business days.

Stockholder Communications with the Board of Directors

Stockholders may communicate with our Board of Directors by sending a letter to the JetBlue Board of Directors, c/o Corporate Secretary, JetBlue Airways Corporation 118-29 Queens Boulevard, Forest Hills, New York 11375. The name of any specific intended director should be noted in the letter. Our Corporate Secretary will forward such correspondence to the intended recipient or as directed by such correspondence; however, our Corporate Secretary, prior to forwarding any correspondence, has the authority to disregard any communications he deems to be inappropriate, or to take any other appropriate actions with respect to such inappropriate communication.

Board Oversight of Risk

Our Board of Directors oversees the management of risks inherent in the operation of the Company's businesses and the implementation of its strategic plan. The Board of Directors performs this oversight role by using several different levels of review. In connection with its reviews of the operations of the Company's business and corporate functions, the Board addresses the primary risks associated with those units and functions. In addition, the Board reviews the risks associated with the Company's strategic plan at an annual strategic planning session and periodically throughout the year as part of its consideration of the strategic direction of the Company. Each of the Board's committees also oversees the management of Company risks that fall within that committee's areas of responsibility. In performing this function, each committee has full access to management, as well as the ability to engage advisors. In addition, the Board monitors the ways in which the Company attempts to prudently mitigate risks, to the extent reasonably practicable and consistent with the Company's long-term strategy.

The Company has an enterprise risk management program. The Audit Committee oversees the operation of the Company's enterprise risk management program, including the identification of the primary risks to the Company's business and interim updates of those risks, and periodically monitors

Table of Contents

and evaluates the primary risks associated with particular business units and functions. The Company's Vice President Audit and Process Effectiveness assists management in identifying, evaluating and implementing risk management controls and methodologies to address identified risks. In connection with its risk management role, at each of its meetings the Audit Committee meets privately with representatives from the Company's independent registered public accounting firm, the Company's Vice President Audit and Process Effectiveness and the Company's General Counsel. The Audit Committee provides reports to the Board which describe these activities and related conclusions. The Audit Committee periodically reports out to the Board the results of the enterprise risk management program and activities of management's risk committee.

As part of its oversight of the Company's executive compensation program, the Compensation Committee considers the impact of the Company's executive compensation program, and the incentives created by the compensation awards that it administers, on the Company's risk profile. Our management, with the Compensation Committee, reviews our compensation policies and procedures, including incentives that may create, and factors that may reduce, the likelihood of excessive risk taking, to determine whether such incentives and factors present a significant risk to the Company. The Chairs of our Audit Committee and our Compensation Committee reviewed this analysis.

BOARD MEETINGS AND BOARD COMMITTEE INFORMATION

The business of JetBlue is managed under the direction of our Board of Directors. It has responsibility for establishing broad corporate policies, counseling and providing direction to our management in the long-term interests of the Company, our stockholders, and for our overall performance. It is not, however, involved in our operating details on a day-to-day basis. The Board is kept advised of our business through regular reports and analyses and discussions with our Chief Executive Officer and other officers.

Independent Directors

Our Board of Directors currently has eleven members: David Barger, Peter Boneparth, David Checketts, Robert Clanin, Christoph Franz, Virginia Gambale, Stephan Gemkow, Stanley McChrystal, Joel Peterson, Ann Rhoades and Frank Sica. Mr. Clanin and Dr. Franz have decided to not stand for reelection at our annual meeting. Our Board has nominated Jens Bischof to replace Dr. Franz on our Board.

In connection with the annual meeting and the election of directors, our Board of Directors reviewed the independence of each director-nominee under the standards set forth in the Nasdaq listing standards. The Nasdaq definition of independent director includes a series of objective tests, such as the director is not, and was not during the last three years, an employee of the Company and has not received certain payments from, or engaged in various types of business dealings with, the Company. In addition, as further required by the Nasdaq listing standards, the Board has made a subjective determination as to each independent director that no relationships exist which, in the opinion of the Board, would interfere with such individual's exercise of independent judgment in carrying out his or her responsibilities as a director. In making these determinations, the Board reviewed and discussed information provided by the directors with regard to each director's business and personal activities as they may relate to JetBlue and our management. Our full Board affirmatively determined that each of Peter Boneparth, David Checketts, Virginia Gambale, Stanley McChrystal, Joel Peterson, Ann Rhoades and Frank Sica are independent. Based upon the Board's review, each of our Audit Committee, Compensation Committee, and Corporate Governance and Nominating Committee of the Board are comprised of directors who have been determined to be independent under the applicable Nasdaq listing standards and applicable rules and regulations of the SEC. Messrs. Barger, Bischof and Gemkow are not independent as defined.

Table of Contents***Board Structure and Meetings***

Our Board of Directors conducts its business through meetings of the Board and through activities of its committees. The Board of Directors and its committees meet throughout the year on a set schedule and also hold special meetings and act by written consent from time to time as appropriate. Board agendas include regularly scheduled executive sessions of the non-management directors to meet without the presence of management, which are presided over by our Chairman of the Board, who is currently Joel Peterson. Our Board of Directors currently has an Audit Committee, a Compensation Committee, a Corporate Governance and Nominating Committee and an Airline Safety Committee. The Board has delegated various responsibilities and authority to different committees of the Board. From time to time, the Board of Directors appoints ad hoc committees to oversee special projects for the Board. Committees regularly report on their activities and actions to the full Board of Directors. Members of the Board have access to all of our crewmembers outside of Board meetings. The Board of Directors held a total of five meetings during 2010. All of the directors attended at least 75% of the total number of meetings of the Board and of each committee at the times when he or she was a member of the Board or such committee during fiscal 2010. The Company has a policy encouraging at least a majority of our directors to attend each annual meeting of stockholders. Nine members of our Board of Directors attended our 2010 annual meeting of stockholders held on May 20, 2010

Committee Membership as of December 31, 2010

Director	Audit Committee	Compensation Committee	Corporate Governance and Nominating Committee	Airline Safety Committee
David Barger				X
Peter Boneparth	X			
David Checketts		X		
Robert Clanin(1)	Chair			
Christoph Franz				
Virginia Gambale	X			
Stephan Gemkow				X
Stanley McChrystal(1)				
Joel Peterson(1)		X	Chair	
Ann Rhoades		Chair		
Frank Sica			X	Chair

(1) As of February 2011, Gen. McChrystal was appointed to serve on each of the Compensation, Corporate Governance and Nominating and Airline Safety Committees. Mr. Peterson is expected to resign from the Compensation Committee following the annual meeting. Mr. Clanin has advised the Board of Directors that he will not stand for reelection at the 2011 annual meeting.

Audit Committee

On behalf of the Board of Directors, the Audit Committee oversees (i) the integrity of our financial statements, (ii) the appointment, compensation, qualifications, independence and performance of our independent registered public accounting firm, (iii) compliance with ethics policies and legal and regulatory requirements, (iv) the performance of our internal audit function, and (v) our financial reporting process and systems of internal accounting and financial

controls. The Audit Committee operates under a written charter, which was adopted by the Board of Directors and is available on our website at <http://investor.jetblue.com>. The current members of the Audit Committee are Peter Boneparth, Robert Clanin (Chair), and Virginia Gambale, each of whom is an independent director within the meaning of the applicable rules and regulations of the SEC and Nasdaq. As noted above,

Table of Contents

Mr. Clanin is not standing for reelection at the annual meeting. The Board of Directors expects to appoint a new Audit Committee chair, fill Mr. Clanin's seat on the Audit Committee with an independent Board member and designate a new audit committee financial expert at its Board meeting immediately following the 2011 annual meeting. The Board has also determined that each member of the Audit Committee is financially literate within the meaning of the Nasdaq listing standards. In addition, the Board of Directors determined that Mr. Clanin is an audit committee financial expert as defined under applicable SEC rules. The Audit Committee met eight times during fiscal 2010. A report of the Audit Committee is set forth on page 24 of this proxy statement.

Compensation Committee

The Compensation Committee determines our compensation policies and the level and forms of compensation provided to our Board members and executive officers, as discussed more fully under Compensation Discussion and Analysis beginning on page 45 of this proxy statement. The Compensation Committee also reviews bonuses paid to crewmembers who are not members of the Board or executive officers. In addition, the Compensation Committee reviews and approves stock-based compensation for our directors, officers and employees, and oversees the administration of our Amended and Restated 2002 Stock Incentive Plan, Amended and Restated 2002 Crewmember Stock Purchase Plan, and our profit sharing and 401(k) retirement plan. The charter of the Compensation Committee is available on our website at <http://investor.jetblue.com>. The current members of the Compensation Committee are David Checketts, Stanley McChrystal, Joel Peterson and Ann Rhoades (Chair), each of whom is an independent director within the meaning of the applicable Nasdaq rules. Mr. Peterson is cycling off the Compensation Committee following the annual meeting. The Compensation Committee met six times during fiscal 2010. A report of the Compensation Committee is set forth below on page 54 of this proxy statement.

Our Compensation Committee has retained Semler Brossy Consulting Group LLC as its independent compensation consultant. As discussed in the Compensation Discussion and Analysis section, beginning on page 45 of this proxy statement, in 2010, Semler Brossy Consulting Group LLC provided management with peer market competitive data to assist in setting the named executive officers' total direct compensation. Semler Brossy also regularly provides the Compensation Committee with feedback and suggestions on compensation plan design and structure.

Corporate Governance and Nominating Committee

The Corporate Governance and Nominating Committee is responsible for developing our corporate governance policies and procedures, and for recommending those policies and procedures to the Board for adoption. This Committee also is responsible for making recommendations to the Board regarding the size, structure and functions of the Board and its committees. The Corporate Governance and Nominating Committee identifies and recommends new director nominees in accordance with selection criteria established by the Board. This Committee also is responsible for conducting the annual evaluation of the performance of the Board, its committees and each director. The charter of the Corporate Governance and Nominating Committee is available on our website at <http://investor.jetblue.com>. The current members of the Corporate Governance and Nominating Committee are Stanley McChrystal, Joel Peterson (Chair) and Frank Sica, each of whom is an independent director within the meaning of applicable Nasdaq rules. The Corporate Governance and Nominating Committee met four times during fiscal 2010.

Airline Safety Committee

The Airline Safety Committee is responsible for oversight of our flight safety operations and reports to the Board of Directors on such topics. The charter of the Airline Safety Committee is available on our website at <http://investor.jetblue.com>. The current members of the Airline Safety Committee are David Barger, Stephan Gemkow, Stanley McChrystal and Frank Sica (Chair). The Airline Safety Committee met two times during fiscal 2010.

Table of Contents

Board Candidate Nominations

In evaluating and determining whether to nominate a candidate for a position on our Board, the Corporate Governance and Nominating Committee will consider, among other criteria, integrity and values, relevant experience, diversity, and commitment to enhancing stockholder value. Candidates may come to the attention of the Corporate Governance and Nominating Committee from current Board members, stockholders, officers or other recommendation, and the committee reviews all candidates in the same manner regardless of the source of the recommendation.

The Corporate Governance and Nominating Committee will consider stockholder recommendations of candidates when the recommendations are properly submitted in accordance with the provisions of our Bylaws. A stockholder who wishes to recommend a prospective nominee for our Board should notify the Company's Corporate Secretary in writing at JetBlue Airways Corporation, 118-29 Queens Boulevard, Forest Hills, New York 11375. The notice must be timely and must set forth certain information specified in the Bylaws about the stockholder and the proposed action.

Compensation Committee Interlocks and Insider Participation

Except as specified below, none of the current members of our Compensation Committee (whose names appear under Report of the Compensation Committee) is, or has ever been, an officer or employee of the Company or any of its subsidiaries. In addition, during the last fiscal year, no executive officer of the Company served as a member of the Board of Directors or the compensation committee of any other entity that has one or more executive officers serving on our Board or our Compensation Committee. Ms. Rhoades, the Chair of our Compensation Committee, served as an officer of the Company until 2001.

Table of Contents**DIRECTOR COMPENSATION**

Director compensation is evaluated and determined by the Compensation Committee of our Board of Directors. The following table summarizes compensation paid to our non-employee directors during the fiscal year ended December 31, 2010. The footnotes and narrative discussion following the table describe details of each form of compensation paid to our directors and other material factors relating to this compensation.

Name (a)	Fees Earned or		Option Awards (d)	Total (\$) (h)
	Paid in Cash (\$) (b)	Stock Awards \$(1) (c)		
David Barger(3)				
Peter Boneparth	48,000	34,997		82,997
David Checketts	44,000	34,997		78,997
Robert Clanin	66,000	34,997		100,997
Kim Clark(4)	20,500			20,500
Christoph Franz	41,000	34,997		75,997
Virginia Gambale	45,000	34,997		79,997
Stephan Gemkow	42,000	34,997		76,997
Stanley McChrystal(5)	9,750			9,750
Joel Peterson	54,000	34,997		88,997
Ann Rhoades	51,000	34,997		85,997
Frank Sica	51,000	34,997		85,997

(1) Includes 5,775 deferred stock units granted on May 26, 2010. At December 31, 2010, 19,454 deferred stock units remained outstanding for each of Ms. Gambale, Ms. Rhoades and Messrs. Checketts, Clanin, Franz, Gemkow, Peterson, and Sica and 12,454 for Mr. Boneparth. Reflects the grant date fair value of the deferred common stock units based on JetBlue's stock price on the grant date as computed in accordance with Financial Accounting Standards Board Accounting Standards Codification 718, Compensation - Stock Compensation (FASB ASC Topic 718). Please refer to Note 7 to our consolidated financial statements in our Annual Report on Form 10-K for the year ended December 31, 2010, as filed with the SEC, for further discussion related to the assumptions used in our valuation. For information on the valuation assumptions with respect to grants made prior to 2010, please refer to the notes to our financial statements in our applicable Annual Report on Form 10-K.

(2) The Company granted no stock options in 2010. As of December 31, 2010, 54,000 options remained outstanding for each of Messrs. Checketts, Clanin and Franz, 67,500 options remained outstanding for each of Ms. Gambale and Ms. Rhoades, and 121,500 options remained outstanding for each of Messrs. Clark, Peterson and Sica.

(3) Mr. Barger is an employee of the Company and accordingly, does not receive any compensation for his director service to the Company. His compensation is reported in the Summary Compensation Table on page 55 of this proxy statement.

(4)

Mr. Clark served on our Board of Directors until May 20, 2010. His options, all of which have vested, expire one year from his resignation date.

- (5) Gen. McChrystal joined our Board of Directors in November 2010. He received an initial grant of 5,804 deferred stock units on February 16, 2011.

Our Board compensation package is composed of an annual retainer fee of \$35,000 (paid quarterly in advance), a per meeting fee of \$1,000 for each Board and committee meeting attended (in person or telephonically), and an annual equity grant of \$35,000 of deferred common stock units, determined at fair market value, payable to directors serving on the Board of Directors on the grant date. Commencing in 2010, new directors received an initial equity grant of \$35,000 of deferred common stock units

Table of Contents

which vest equally over a three-year period commencing on the anniversary of the initial grant date. Beginning in 2011, the annual director grants vest on the one year anniversary of the grant date. All vested director deferred stock units must be held by the director until six months following his or her departure from our Board. The Audit Committee chair receives an additional \$20,000 annual retainer and the chairs of our other standing Board committees each receive an additional \$5,000 annual retainer. The proposed cash-to-equity allocation of this package is 60% to 40%, with the objective of paying total annual compensation of approximately \$80,000 per Board member to each director who is not a committee chair; this targeted amount assumes attendance at all meetings of the Board and the standing committees on which the director serves. We believe this compensation package will better enable us to recruit and retain qualified directors. Our non-employee directors will continue to receive flight benefits and reimbursement of expenses, as set forth below.

Prior to the restructuring of our director compensation program in 2008, each of our non-employee Board members received an initial option to purchase 54,000 shares of our common stock pursuant to the automatic option grant program under our Amended and Restated 2002 Stock Incentive Plan, either (i) on the effective date of our 2002 initial public offering or (ii) upon their appointment to the Board of Directors. Options had an exercise price equal to the closing price on the grant date. All director options have a term of ten years, subject to earlier termination following the director's cessation of Board service. The initial grant of option shares vested in a series of four successive annual installments upon the director's completion of each year of Board service over the four-year period measured from the grant date. In addition, until the 2008 annual meeting of stockholders, each non-employee Board member continuing to serve as a non-employee Board member following the annual meeting of stockholders was automatically granted an option to purchase 13,500 shares of our common stock, provided such individual served on our Board for at least six months. The shares subject to each annual 13,500 share automatic option grant had an exercise price equal to the average market price per share of our common stock on the grant date and vest upon the director's completion of one year of Board service measured from the grant date. Any vested but unexercised options are exercisable for a period of twelve months following the cessation of the director's Board service. The shares subject to each automatic option grant will immediately vest in full upon certain changes in control or ownership, or upon the director's death or disability while a Board member. The initial option grants were terminated when the Board adopted the revised compensation package in May 2008. Starting with 2008, the directors serving on the grant date each received a grant of \$35,000 fair market value as of the grant date of deferred common stock units.

In 2010, Mr. Peterson and Ms. Rhoades each donated the cash portion of their Board compensation, and Mr. Sica donated \$4,000 of the cash portion of his Board compensation, to the JetBlue Crewmember Crisis Fund, a non-profit organization that assists JetBlue crewmembers facing emergency hardship situations.

As is customary in the airline industry, all members of the Board of Directors and their immediate family may travel without charge on our flights.

We reimburse our directors, including those who are full-time crewmembers who serve as directors, for expenses incurred in attending meetings. In 2010, no directors (including their family members) received \$10,000 or more in aggregate perquisites or other personal benefits (including the value of flight benefits). We do not provide tax gross-up payments to members of our Board of Directors.

Table of Contents**SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED SHAREHOLDER MATTERS**

The following table sets forth certain information known to the Company regarding the beneficial ownership of its common stock as of March 31, 2011, by (i) each person known by the Company to be the beneficial owner of more than 5% of the outstanding shares of its common stock, (ii) each of our directors, (iii) each of our named executive officers and (iv) all of our executive officers and directors serving as of March 31, 2011, as a group. We have one class of voting securities outstanding which is entitled to one vote per share, subject to the limitations on voting by non-U.S. citizens described below under Additional Information. All share and option amounts and share prices and option exercise prices contained in this proxy statement have been adjusted for our December 2002, November 2003 and December 2005 three-for-two stock splits.

Executive Officers and Directors	Common Stock Beneficially Owned and Shares Individuals Have the Right to Acquire within 60		Percent of Class
	Days(1)	Total(2)	
David Barger(3)	1,089,635	1,303,791	*
Edward Barnes	67,711	179,796	*
Robin Hayes	74,541	225,578	*
James Hnat	112,274	224,359	*
Robert Maruster	100,016	223,405	*
Peter Boneparth		12,454	*
David Checketts	54,000	73,454	*
Robert Clanin	54,000	73,454	*
Christoph Franz	54,000	73,454	*
Virginia Gambale	67,500	86,954	*
Stephan Gemkow		19,454	*
Stanley McChrystal		5,804	*
Joel Peterson	771,246	790,700	*
Ann Rhoades	152,822	172,276	*
Frank Sica	190,144	209,598	*
All executive officers and directors as a group (15 persons)	2,787,889	3,674,531	*
5% Stockholders			
BlackRock Inc.(4)		19,572,577	6.6%
Deutsche Lufthansa AG(5)		46,704,967	15.8%
Donald Smith & Co., Inc.(6)		19,001,463	6.4%
FMR LLC(7)		44,109,328	14.9%
Goldman Sachs Asset Management(8)		17,593,003	5.9%
PRIMECAP Management Company(9)		14,848,410	5.0%
Wellington Management Company, LLP(10)		16,678,226	5.6%

Whitebox Advisors, LLC(11)

22,655,358

7.7%

* Represents ownership of less than one percent.

Table of Contents

- (1) This column lists beneficial ownership of voting securities as calculated under SEC rules. Except as otherwise indicated in the footnotes to this table, and subject to applicable community property laws, the persons named in the table have sole voting and investment power with respect to all shares of common stock shown as beneficially owned by them. In accordance with SEC rules, this column also includes shares that may be acquired pursuant to stock options that are exercisable within 60 days of March 31, 2011 as follows: Mr. Barger (223,707), Mr. Barnes (22,500), Mr. Checketts (54,000), Mr. Clanin (54,000), Mr. Franz (54,000), Ms. Gambale (67,500), Mr. Hnat (82,125), Mr. Maruster (72,000), Mr. Peterson (121,500), Ms. Rhoades (67,500) and Mr. Sica (121,500). Mr. Franz options to purchase 54,000 shares of common stock are immediately exercisable pursuant to our Amended and Restated 2002 Stock Incentive Plan, of which 18,000 shares of which are subject to our right of repurchase, which right lapses in equal installments in 2012 and 2013. Unless otherwise indicated, the address of each person listed in the table is c/o JetBlue Airways Corporation, 118-29 Queens Boulevard, Forest Hills, New York 11375. All executive officers and directors as a group beneficially own, or have the right to acquire within 60 days, less than 1% of the outstanding common stock.
- (2) This column shows the individual's total JetBlue stock-based holdings, including the voting securities shown in the Common Stock Beneficially Owned and Shares Individuals Have the Right to Acquire within 60 Days column (as described in footnote 1), plus non-voting interests including, as appropriate, deferred stock units, RSUs and stock options which will not vest or become exercisable within 60 days. If all of the equity represented in the Total column were to vest and/or be exercised (with no equity cancelled or forfeited), all executive officers and directors, as a group, would own 1.24% of the outstanding common stock.
- (3) As of the record date, Mr. Barger has a margin account with 524,667 shares in conjunction with a brokerage account.
- (4) The information reported is based on a Schedule 13G/A dated January 21, 2011, as filed with the SEC, in which BlackRock, Inc. and certain of its subsidiaries reported that it had sole voting and sole dispositive power over all of the shares. The principal business address of BlackRock, Inc. is 40 East 52 St., New York, NY 10022.
- (5) The information reported is based on a Schedule 13G dated January 22, 2008, as filed with the SEC, in which Deutsche Lufthansa AG reported that it held sole voting and dispositive power over 42,589,347 shares. Additional shares listed above are based on the Company's records following a public equity offering in June 2009, in which Deutsche Lufthansa AG participated. The principal business address of Deutsche Lufthansa AG is Von-Gablenz-Strasse 2-6, 50679 Koln, Germany.
- (6) The information reported is based on a Schedule 13G dated February 11, 2011, as filed with the SEC, in which Donald Smith & Co., Inc. reported that it had sole voting power over 911,432,233 shares and sole dispositive power over 19,001,463 shares. This number includes 54,424 shares (sole voting power) and 19,001,463 (sole dispositive power) owned by Donald Smith Long/Short Equities Fund, L.P. The principal business address of Donald Smith & Co., Inc. is 152 West 57th Street, New York, NY 10019. Because the 911,432,233 number exceeds our authorized common stock, we believe it to be in error.
- (7) The information reported is based on a Schedule 13G/A dated February 11, 2011, as filed with the SEC, in which FMR Corp. and certain of its affiliates reported that FMR LLC, a parent holding company, and Edward C. Johnson, 3d, the chairman of FMR LLC, had sole dispositive power over all of the shares, sole voting power over 381,794 of such shares and shared voting power over none of the shares. The 44,109,328 share number includes (a) 43,727,534 shares beneficially owned

Table of Contents

by Fidelity Management & Research Company, as a result of acting as investment advisor to various investment companies (which includes 45,013 shares of common stock resulting from the assumed conversion of \$220,000 principal amount of JetBlue Airways Corporation 6.75% convertible debentures series D due 2039), (b) 29,384,923 shares owned by Fidelity Growth Company Fund, (c) 327,365 shares owned by Pyramis Global Advisors, LLC, a wholly owned subsidiary of FMR LLC (which includes 327,365 shares of common stock resulting from the assumed conversion of \$1,600,000 principal amount of JetBlue Airways Corporation 6.75% convertible debentures series D due 2039), and (d) 54,429 shares held by Pyramis Global Advisors Trust Company (which includes 36,829 shares of common stock resulting from the assumed conversion of \$180,000 principal amount of JetBlue Airways Corporation 6.75% convertible debentures series D due 2039). The principal business address of each of FMR LLC and Fidelity Management & Research Company is 82 Devonshire Street, Boston, MA 02109. The principal business address of each of Pyramis Global Advisors, LLC and Pyramis Global Advisors Trust Company is 900 Salem Street, Smithfield, RI 02917.

- (8) The information reported is based on a Schedule 13G dated February 8, 2011, as filed with the SEC, in which Goldman Sachs Asset Management, L.P. and GS Investment Strategies, LLC reported that it had sole dispositive power over no shares, shared voting power over 16,477, 665 shares and shared dispositive power over 17,593,003 shares. The principal business address of Goldman Sachs Asset Management, L.P. and GS Investment Strategies, LLC is 200 West Street, New York, NY 10282.
- (9) The information reported is based on a Schedule 13G dated March 9, 2011, as filed with the SEC, in which PRIMECAP Management Company reported that it held sole voting power over 8,504,610 shares and sole dispositive power over 14,848,410 shares and no shared voting or dispositive power. The principal business address of PRIMECAP Management Company is 225 South Lake Ave., #400, Pasadena, CA 91101.
- (10) The information reported is based on a Schedule 13G/A dated February 14, 2011, as filed with the SEC, in which Wellington Management Co. LLP reported that it held sole dispositive power over no shares, shared voting power over 10,041,242 shares and shared dispositive power over 16,678,226 shares. The principal business address of Wellington Management Co. LLP is 280 Congress Street, Boston, MA 02210.
- (11) The information reported is based on a Schedule 13G/A dated February 11, 2011, as filed with the SEC, in which Whitebox Advisors, LLC (WA) reported that it had shared voting and shared dispositive power over 22,655,358 shares. This number includes (a) 22,655,358 shares acting as investment advisor to its client, (b) 9,871,798 shares deemed beneficially owned by Whitebox Multi-Strategy Advisors, LLC (WMSA), (c) 9,871,798 shares deemed beneficially owned by Whitebox Multi-Strategy Partners, L.P.(WMSP) as a result of its ownership of convertible bonds and common stock, (d) 9,871,798 shares deemed beneficially owned by Whitebox Multi-Strategy Fund, L.P. (WMSFLP) as a result of its indirect ownership of convertible bonds and common stock, (e) 9,871,798 shares deemed beneficially owned by Whitebox Multi-Strategy Fund, Ltd. (WMSFLTD) as a result of its indirect ownership of convertible bonds and common stock, (f) 7,662,632 shares deemed beneficially owned by Whitebox Concentrated Convertible Arbitrage Advisors, LLC (WCCAA), (g) 7,662,632 shares deemed beneficially owned by Whitebox Concentrated Convertible Arbitrage Partners, L.P. (WCCAP) as a result of its ownership of convertible bonds, (h) 7,662,632 shares deemed beneficially owned by Whitebox Concentrated Convertible Arbitrage Fund, L.P. (WCCAFLP) as a result of its indirect ownership of convertible bonds, (i) 7,662,632 shares deemed beneficially owned by Whitebox Concentrated Convertible Arbitrage Fund, Ltd. (WCCAFLTD) as a result of its indirect ownership of convertible bonds, (j) 3,755,040 shares deemed beneficially owned by Pandora Select Advisors, LLC (PSA), (k) 3,755,040 shares deemed beneficially owned by Pandora Select Partners, L.P. (PSP) as a result of its ownership of convertible bonds, (l) 3,755,040 shares deemed beneficially owned by

Table of Contents

Pandora Select Fund, LP (PSFLP) as a result of its indirect ownership of convertible bonds, (m) 3,755,040 shares deemed beneficially owned by Pandora Select Fund, Ltd. (PSFLTD) as a result of its indirect ownership of convertible bonds, (n) 443,228 shares deemed beneficially owned by HFR RVA Combined Master Trust (HFR) as a result of its ownership of convertible bonds, and (o) 922,659 shares beneficially owned by IAM Mini-fund 14 Limited (IAM). WA, WMSA, WMSFLP, WMSFLTD, WCCAA, WCCAFLP, WCCAFLTD, PSA, PSFLP and OSFLTD each disclaim indirect beneficial ownership of the shares of common stock except to the extent of their pecuniary interest therein. The principal business address of WA, WMSA, WMSFLP, WCCAA, WCCAFLP, PSA, and PSFLP is 3033 Excelsior Blvd., Suite 300, Minneapolis, MN 55416. The principal business address of WMSP, WMSFLTD, WCCAP, WCCAFLTD, PSP and PSFLTD is Trident Chambers, P. O. Box 146, Waterfront Drive, Wickhams Cay, Road Town, Tortola, British Virgin Islands. The principal business address of HFR is 65 Front Street, Hamilton, HM 11, Bermuda. The principal business address of IAM is Boundary Hall, Cricket Square, George Town, Grand Cayman, KY1-1102 Cayman Islands.

Table of Contents**PROPOSAL 2 RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

The Audit Committee of the Board has appointed Ernst & Young LLP as the independent registered public accounting firm to audit the Company's consolidated financial statements and internal control over financial reporting for the fiscal year ending December 31, 2011. Representatives of Ernst & Young LLP will be present at the annual meeting to respond to appropriate questions from stockholders and make a statement if desired.

While the Audit Committee retains Ernst & Young LLP as our independent registered public accounting firm, the Board of Directors is submitting the selection of Ernst & Young LLP to the stockholders for ratification.

Unless contrary instructions are given, shares represented by proxies solicited by the Board will be voted for the ratification of the selection of Ernst & Young LLP as our independent registered public accounting firm for the year ending December 31, 2011. If the selection of Ernst & Young LLP is not ratified by the stockholders, the Audit Committee will reconsider the matter. Even if the selection of Ernst & Young LLP is ratified, the Audit Committee in its discretion may direct the appointment of a different independent registered public accounting firm at any time during the year if it determines that such a change is in our best interests.

Fees to Independent Registered Public Accounting Firm

The following table presents fees for professional services rendered by Ernst & Young LLP for the years ended December 31, 2010 and 2009, respectively, and fees billed for other services rendered by Ernst & Young LLP during those periods.

	2010	2009
Audit fees(1)	1,396,400	1,545,200
Audit-related fees(2)	52,200	100,200
Tax fees(3)	61,363	144,235
All other fees		
Total	1,509,963	1,789,635

- (1) Include fees related to: (a) the integrated audit of our consolidated financial statements and internal control over financial reporting; (b) the review of the interim consolidated financial statements included in quarterly reports; (c) services that are normally provided by Ernst & Young LLP in connection with statutory and regulatory filings or engagements and attest services, except those not required by statute or regulation; and (d) consultations concerning financial accounting and reporting standards.
- (2) Audit-related services principally include fees for audit and attest services that are not required by statute or regulation.
- (3) Include fees for tax services, including tax compliance, tax advice and tax planning.

Pre-Approval Policies and Procedures

The Audit Committee has adopted a policy that requires advance approval of all audit, audit-related, tax and other services performed by our independent registered public accounting firm. This policy provides for pre-approval by the Audit Committee of all audit and permissible non-audit services before the firm is engaged to perform such services. The Audit Committee is authorized from time to time to delegate to one of its members the authority to grant pre-approval of permitted non-audit services, provided that all decisions by that member to pre-approve any such services must be subsequently reported, for informational purposes only, to the full Audit Committee.

OUR BOARD OF DIRECTORS RECOMMENDS THAT STOCKHOLDERS VOTE FOR RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL 2011.

Table of Contents

AUDIT COMMITTEE REPORT

The Audit Committee of the JetBlue Board of Directors is comprised of three non-employee directors, each of whom, in the Board's business judgment, is independent within the meaning of the applicable rules and regulations of the SEC and Nasdaq. The Audit Committee oversees on behalf of the Board of Directors the Company's accounting, auditing and financial reporting processes. The Committee has the resources and authority it deems appropriate to discharge its responsibilities.

Management has the primary responsibility for the Company's financial statements and financial reporting process, including establishing, maintaining and evaluating disclosure controls and procedures; and establishing, maintaining and evaluating internal control over financial reporting and evaluating any changes in controls and procedures. The Company's independent registered public accounting firm, Ernst & Young LLP, is responsible for performing an independent audit of the Company's consolidated financial statements in accordance with generally accepted auditing standards and issuing a report relating to their audit; as well as expressing an opinion on (i) management's assessment of the effectiveness of internal control over financial reporting and (ii) the effectiveness of internal control over financial reporting. In fulfilling its responsibilities, the Audit Committee held meetings throughout 2010 with Ernst & Young LLP in private without members of management present.

In this context, the Audit Committee has reviewed and discussed the Company's audited consolidated financial statements with management and its independent registered public accounting firm. Management represented to the Audit Committee that the Company's consolidated financial statements were prepared in accordance with accounting principles generally accepted in the United States, and the Committee has reviewed and discussed the consolidated financial statements with management and the independent registered public accounting firm.

The Audit Committee discussed with the Company's independent registered public accounting firm the matters required to be discussed by the Statement on Auditing Standards No. 61 (as amended), as adopted by Public Company Accounting Oversight Board (PCAOB) in Rule 3200T. Ernst & Young LLP also provided to the Audit Committee the written disclosures and letter regarding their independence required by applicable requirements of the PCAOB regarding the independent accountant's communications with the audit committee concerning independence. The Audit Committee also discussed with Ernst & Young LLP their independence from JetBlue and its management, and considered whether the non-audit services provided by the independent registered public accounting firm to the Company are compatible with maintaining the firm's independence.

JetBlue also has an internal audit department that reports to the Audit Committee. The Audit Committee reviews and approves the internal audit plan once a year and receives updates of internal audit results throughout the year.

In reliance on the review and discussions referred to above, the Audit Committee recommended to the Board of Directors (and the Board of Directors approved) that the Company's audited financial statements be included in JetBlue's Annual Report on Form 10-K for the year ended December 31, 2010 as filed with the SEC. In addition, the Audit Committee and the Board have also recommended, subject to stockholder ratification, the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2011.

The Audit Committee reviews and assesses the adequacy of its charter on an annual basis. While the Audit Committee believes that the charter in its present form is adequate, it may in the future

Table of Contents

recommend to the Board of Directors amendments to the charter to the extent it deems necessary to react to changing conditions and circumstances.

Audit Committee of JetBlue
Peter Boneparth
Robert Clanin, Chair
Virginia Gambale

The Audit Committee Report does not constitute soliciting material, and shall not be deemed to be filed or incorporated by reference into any other Company filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, except to the extent that the Company specifically incorporates the Audit Committee Report by reference therein.

Table of Contents

**PROPOSAL 3 APPROVAL OF JETBLUE AIRWAYS CORPORATION 2011 INCENTIVE
COMPENSATION PLAN**

We currently provide stock-based compensation to directors, employees (whom we call crewmembers) and consultants under the JetBlue Airways Corporation Amended and Restated 2002 Stock Incentive Plan, which we refer to as the 2002 Incentive Plan. As of March 31, 2011, there were 50,064,444 shares of our common stock remaining available for future grants under the 2002 Incentive Plan. As of that date, there were 23,261,245 shares subject to outstanding option awards, and 4,042,389 shares subject to outstanding restricted unit awards under the 2002 Incentive Plan. As of the record date, the weighted average exercise price for the outstanding option awards was \$13.52, with a weighted average term of 3.2 years. By its terms, the 2002 Incentive Plan expires on December 31, 2011. If our stockholders approve the JetBlue Airways Corporation 2011 Incentive Compensation Plan (which we refer to as the 2011 Incentive Plan), no additional grants or awards will be made under the 2002 Incentive Plan on or after the date of the annual meeting, but the awards outstanding under the 2002 Incentive Plan will remain in effect in accordance with their terms. We are seeking stockholder approval for the 2011 Incentive Plan to issue up to 15,000,000 shares of our common stock, a significant reduction from the almost 51,000,000 shares remaining for issuance under the 2002 Incentive Plan.

Our Board of Directors believes that the 2002 Incentive Plan has contributed significantly to our success by enabling us to attract and retain the services of highly qualified directors, crewmembers and consultants. Because our success is largely dependent upon the judgment, interest and special efforts of these individuals, we want to continue to provide stock-based incentive awards to recruit, motivate and retain these individuals. Accordingly, on April 14, 2011, the Board of Directors adopted, subject to stockholder approval, the JetBlue Airways Corporation 2011 Incentive Compensation Plan, which we refer to as the 2011 Incentive Plan.

The 2011 Incentive Plan is intended to promote our long-term success and increase stockholder value by attracting, motivating and retaining directors, crewmembers and consultants. To achieve this purpose, the 2011 Incentive Plan allows the flexibility to grant or award stock options, stock appreciation rights, restricted stock awards, restricted stock units, other stock-based awards, dividend equivalents and cash-based awards to eligible individuals. No awards have yet been made under the 2011 Incentive Plan. The 2011 Incentive Plan will become effective on the date it is approved by the affirmative vote of the holders of a majority of the shares of common stock present in person or represented by proxy at the annual meeting. Shares held by brokers who do not have discretionary authority to vote on this proposal and who have not received voting instructions from the beneficial owners are not counted or deemed to be present or represented for the purpose of determining whether this proposal has been approved. Abstentions are treated as shares present or represented and are counted in the tabulations of the votes cast on this proposal. Abstentions have the same effect as voting against this proposal.

Some of the terms of the 2011 Incentive Plan that are intended to protect and promote the interests of the Company's stockholders are:

Limit on total shares available for future awards -The maximum number of new shares of common stock that would be available for awards under the 2011 Incentive Plan, 15,000,000 shares, would represent approximately 5.07 percent of the Company's outstanding shares of common stock on March 31, 2011. Further, since none of the approximately 50,000,000 shares that now remain available for future grants under the 2002 Incentive Plan would ever in fact be granted if the 2011 Incentive Plan is approved by stockholders, potential dilution of our stockholders by incentive plan awards will be significantly reduced;

Certain shares not available for future awards Any shares used by a participant to pay the exercise price or required tax withholding for an award may not be available for future awards under the 2011 Incentive Plan;

Table of Contents

No discounted options or stock appreciation rights All stock options and stock appreciation rights must be granted with an exercise price or base price of not less than the fair market value of the common stock on the grant date; as a result, the 2011 Incentive Plan will prohibit discounted options or stock appreciation rights;

Prohibition on repricing The 2011 Incentive Plan prohibits the repricing of stock options and stock appreciation rights (and other actions that have the effect of repricing) without stockholder approval;

Plan administration The Compensation Committee, comprised solely of non-employee directors, will administer the 2011 Incentive Plan;

Double trigger change in control provisions Generally speaking, if outstanding awards under the 2011 Incentive Plan are assumed or substituted by an acquirer or related corporation in a change in control of the Company, those awards will not immediately vest on a single trigger basis, but would only accelerate if the holder is terminated without cause or quits for good reason (as those terms are defined in the 2011 Incentive Plan) within 18 months following the change in control;

Internal Revenue Code Section 162(m) exemption The 2011 Incentive Plan allows for the grant of options and some other awards that meet the requirements of Section 162(m) of the Internal Revenue Code for tax deductibility of executive compensation, and we are seeking approval from our stockholders of the performance measures that may be selected by the Compensation Committee for these awards if they choose to place performance conditions on any stock or cash-based award (other than options or stock appreciation rights, which must be granted with a fair market value option or grant price) under the 2011 Incentive Plan;

Restricted stock and restricted stock units awards to crewmembers will vest over a period of at least three years The 2011 Incentive Plan provides that restricted stock and restricted stock units awarded to crewmembers will vest over a period not shorter than three years (or, in the case of those awards that vest upon the achievement of performance goals, a minimum performance period of one year), with limited exceptions;

Forfeiture provisions The 2011 Incentive Plan has forfeiture provisions, whereby participants who engage in activity contrary to the interests of the Company or benefit from financial results that are subsequently restated under defined circumstances can be required to forfeit their awards under the 2011 Incentive Plan; and

Limits on transferability of awards The 2011 Incentive Plan does not permit options or other awards to be transferred to third parties for value or other consideration unless approved by our stockholders.

Description of the 2011 Incentive Plan

The principal features of the 2011 Incentive Plan are summarized below. We encourage you to read the entire proposed 2011 Incentive Plan, which is attached as Appendix A to this Proxy Statement, for a full statement of its legal terms and conditions. If there is any conflict or inconsistency between this summary and the provisions of the 2011 Incentive Plan, the provisions of the 2011 Incentive Plan will govern.

Administration

The Compensation Committee will have discretionary authority to operate, manage and administer the 2011 Incentive Plan in accordance with its terms. The Compensation Committee will determine the non-employee directors, crewmembers, and consultants who will be granted awards under the 2011 Incentive Plan, the size and types of awards, the terms and conditions of awards and the form and content of the award agreements representing awards.

The Compensation Committee will be

Table of Contents

authorized to establish, administer and waive terms, conditions and performance goals of outstanding awards and to accelerate the vesting or exercisability of awards, in each case, subject to limitations contained in the 2011 Incentive Plan. The Compensation Committee will interpret the 2011 Incentive Plan and award agreements and will have authority to correct any defects, supply any omissions and reconcile any inconsistencies in the 2011 Incentive Plan and/or any award agreements. The Compensation Committee's decisions and actions concerning the 2011 Incentive Plan will be final and conclusive. Within the limitations of the 2011 Incentive Plan and applicable law, the Compensation Committee may delegate its responsibilities under the 2011 Incentive Plan to persons selected by it, and the Board of Directors will be permitted to exercise all of the Compensation Committee's powers under the 2011 Incentive Plan.

The Compensation Committee is comprised of at least two members of the Board of Directors, each of whom is selected by the Board of Directors and will satisfy independence criteria established by the Board of Directors and additional regulatory requirements, including the listing standards of the Nasdaq Stock Exchange. Currently, the members of the Compensation Committee are David Checketts, Stanley McChrystal, Joel Peterson and Ann Rhoades (Chair), each of whom is a non-employee director of the Company.

Shares Subject to the 2011 Incentive Plan

A total of 15,000,000 shares of our common stock will be available for delivery under the 2011 Incentive Plan. The number of shares available for delivery under the 2011 Incentive Plan would be subject to adjustment for certain changes in our capital structure, as described below under Adjustment Provisions. The shares of common stock that may be issued under the 2011 Incentive Plan will be authorized and unissued shares, shares held in treasury by the Company, shares purchased on the open market or by private purchase or any combination of the foregoing. Shares underlying awards that are forfeited, cancelled, expire unexercised or settled for cash would be available for future awards under the 2011 Incentive Plan. Any shares used to pay the option price of an option or other purchase price of an award will not be available for future awards. If shares subject to an award are not delivered to a participant because the shares are withheld to pay the option price, purchase price or tax withholding obligations of the award, or a payment upon the exercise of a stock appreciation right is made in shares, the number of shares that are not delivered to the participant will not be available for future awards. If we acquire or combine with another company, any awards that may be granted under the 2011 Incentive Plan in substitution or exchange for outstanding stock options or other awards of that other company will not reduce the shares available for issuance under the 2011 Incentive Plan, but the shares available for any incentive stock options granted under the 2011 Incentive Plan will be limited to 15,000,000 shares of common stock, adjusted as otherwise stated above. On March 31, 2011, the closing price of our common stock on the Nasdaq Global Select Market was \$6.27.

Participation

The Compensation Committee may grant awards under the 2011 Incentive Plan to (a) crewmembers and consultants of us and our affiliates, (b) those individuals who have accepted an offer of employment or consultancy from us or our affiliates, and (c) our non-employee directors. However, only crewmembers of the Company or its subsidiaries will be eligible to receive incentive stock options under the 2011 Incentive Plan.

Stock Options

A stock option is the right to purchase a specified number of shares of common stock in the future at a specified exercise price and subject to the other terms and conditions specified in the option agreement and the 2011 Incentive Plan. Stock options granted under the 2011 Incentive Plan will be either incentive stock options, which may be eligible for special tax treatment under the Internal Revenue Code, or options other than incentive stock options, referred to as nonqualified stock options, as determined by the Compensation Committee and stated in the option

agreement. The

Table of Contents

number of shares covered by each option will be determined by the Compensation Committee, but no participant may be granted in any fiscal year options for more than 2,500,000 shares of common stock. The exercise price of each option is set by the Compensation Committee but cannot be less than 100% of the fair market value of the common stock at the time of grant (or, in the case of an incentive stock option granted to a 10% or more stockholder of the Company, 110% of that fair market value). Options granted under the 2011 Incentive Plan in substitution or exchange for options or awards of another company involved in a corporate transaction with the Company will have an exercise price that is intended to preserve the economic value of the award that is replaced. The fair market value of our common stock generally means the closing price of the common stock on the Nasdaq Stock Exchange on the option grant date. The exercise price of any stock options granted under the 2011 Incentive Plan may be paid by check, or, with the Compensation Committee's approval, shares of our common stock already owned by the option holder, a cashless broker-assisted exercise that complies with law, withholding of shares otherwise deliverable to the option holder upon exercise of the option, or any other legal method approved or accepted by the Compensation Committee in its discretion.

Options will become exercisable and expire at the times and on the terms established by the Compensation Committee. In its discretion, the Committee may allow a participant to exercise an option that is not otherwise exercisable and receive unvested shares of restricted stock having a period of restriction analogous to the exercisability provisions of the option. In no event may an option, whether or not an incentive stock option, be exercised later than the tenth anniversary of the grant date. However, if the exercise of an option (other than an incentive stock option) on its scheduled expiration date would violate applicable law, the option may be extended until its exercise would not violate law. Options generally terminate when the holder's employment or service with us terminates. However, the Compensation Committee may determine in its discretion that an option may be exercised following the holder's termination, whether or not the option is exercisable at the time of such termination. In no event may an option be exercised after the original term of the option as set forth in the award agreement, unless the participant's exercise of an option (other than an incentive stock option) on its expiration date would violate applicable law, in which case the exercise period may be extended up to thirty days. If a participant's employment terminates for any reason other than for cause, and the participant holds any options that were exercisable immediately before the termination, those options may be exercised at any time until the earlier of the 90th day following such termination and the expiration date of the original terms of the options. The Compensation Committee in its discretion may extend the period of time over which such options may be exercised, though not beyond the earlier of one year following such 90th day and the expiration date of the options. If a participant is terminated for cause, any options held by the participant will be forfeited.

Stock Appreciation Rights

Stock appreciation rights, or SARs, may be granted under the 2011 Incentive Plan alone or contemporaneously with stock options granted under the plan. SARs are awards that, upon their exercise, give the holder a right to receive from us an amount equal to (1) the number of shares for which the SAR is exercised, multiplied by (2) the excess of the fair market value of a share of our common stock on the exercise date over the grant price of the SAR. The grant price of a SAR cannot be less than 100% of the fair market value of our common stock on the grant date of such SAR. Payment of the amount due upon the exercise of a SAR will be made in shares having a fair market value, as of the date of the exercise, equal to such amount. SARs will become exercisable and expire at the times and on the terms established by the Compensation Committee, subject to the same maximum time limits as are applicable to options granted under the 2011 Incentive Plan. However, a SAR granted with an option will be exercisable and terminate when the related option is exercisable and terminates, and such related option will no longer be exercisable to the extent that the holder exercises the related SAR. Likewise, such a SAR will not be exercisable to the extent that the related option is exercised. The number of shares covered by each SAR will be determined by the Compensation Committee, but no participant may be granted in any fiscal year SARs covering more than 2,500,000 shares of our common stock.

Table of Contents***Restricted Stock and Restricted Stock Units***

Restricted stock awards are shares of our common stock that are awarded to a participant subject to the satisfaction of the terms and conditions established by the Compensation Committee. Restricted stock awards may be made with or without the requirement that the participant make a cash payment in exchange for, or as a condition precedent to, the completion of the award and the issuance of shares of restricted stock. Until the applicable restrictions lapse (referred to as the period of restriction), shares of restricted stock are subject to forfeiture and may not be sold, assigned, pledged or otherwise disposed of by the participant who holds those shares. Restricted stock units are denominated in units of shares of our common stock, except that no shares are actually issued to the participant on the grant date. When a restricted stock unit award vests upon expiration of the period of restriction, the participant is entitled to receive a share of our common stock. The Compensation Committee may defer the delivery of shares or payment of cash beyond expiration of the period of restriction. Vesting of restricted stock awards and restricted stock units may be based on continued employment or service and/or satisfaction of performance goals or other conditions established by the Compensation Committee. Generally, an award of restricted stock or restricted stock units may vest either (1) in full at the expiration of a period of not less than three years from the date of grant or (2) proportionally over a vesting period of not less than three years from the date of grant, except that the award may vest earlier in cases of death or disability, as the Compensation Committee shall determine, or on a change in control, as provided in the 2011 Incentive Plan. The Compensation Committee is generally not permitted otherwise to accelerate the vesting of restricted stock or restricted stock units. However, the 2011 Incentive Plan permits the Compensation Committee to make awards of restricted stock and/or restricted stock units that have vesting conditions other than those described above with respect to an aggregate of no more than 1,500,000 shares during the term of the 2011 Incentive Plan, and performance-based restricted stock or restricted stock units will generally be forfeited unless performance goals specified by the Compensation Committee are met during the applicable period of restriction of at least one year. A recipient of restricted stock will have the rights of a stockholder during the period of restriction, including the right to receive any dividends, which may be subject to the same restrictions as the restricted stock, unless the Compensation Committee provides otherwise in the grant. A recipient of restricted stock units will have the rights of a stockholder only as to shares that are actually issued to the participant upon expiration of the period of restriction, and not as to shares subject to the restricted stock units that are not actually issued to the participant. The number of shares of restricted stock and/or restricted stock units granted to a participant will be determined by the Compensation Committee, subject to the annual per-participant limit on performance compensation awards described below under Performance Compensation Awards (if applicable). Upon termination of service, or failure to satisfy other vesting conditions, a participant's unvested shares of restricted stock and unvested restricted stock units are forfeited unless the participant's award agreement, or the Compensation Committee, provides otherwise.

Other Stock-Based Awards

The Compensation Committee may grant to participants other stock-based awards under the 2011 Incentive Plan, which are valued in whole or in part by reference to, or otherwise based on, shares of our common stock. The form of any other stock-based awards will be determined by the Compensation Committee, and may include a grant or sale of unrestricted shares of our common stock. The number of shares of our common stock related to an other stock-based award will be determined by the Compensation Committee, subject to the annual per-participant limit on performance compensation awards described below under Performance Compensation Awards (if applicable). Other stock-based awards will be paid in shares of our common stock. The terms and conditions, including vesting conditions, of an other stock-based award will be established by the Compensation Committee when the award is made. The Compensation Committee will determine the effect of a termination of employment or service on a participant's other stock-based awards.

Table of Contents

Dividend Equivalents

The Compensation Committee may provide for the payment of dividend equivalents with respect to shares of our common stock subject to an award, such as restricted stock units, that have not actually been issued under that award. Dividend equivalents may be paid on a current or deferred basis, in cash or additional shares of our common stock and subject to such limitations and restrictions as the Compensation Committee may determine.

Cash-based Awards

The Compensation Committee may grant cash-based awards to participants under the 2011 Incentive Plan. A cash-based award entitles a participant to receive a payment in cash upon the attainment of applicable performance goals, and/or satisfaction of other terms and conditions, determined by the Compensation Committee. The aggregate amount of any cash-based award intended to be a performance compensation award will be subject to the annual per-participant limit described below under *Performance Compensation Awards*. The Compensation Committee may in its discretion waive any performance goals and/or other terms and conditions, subject to the requirements applicable to any cash-based awards that are intended to be performance compensation awards, as described below. A participant's award agreement describes the effect of a termination of employment or service on the participant's cash-based award.

Performance Compensation Awards

Restricted stock awards, restricted stock units, other stock-based awards and cash-based awards subject to performance conditions may, in the Compensation Committee's discretion, be structured to qualify as performance-based compensation that is exempt from the deduction limitations of section 162(m) of the Internal Revenue Code, as described under *Certain Federal Income Tax Consequences* below (referred to in this summary as performance compensation awards). These performance compensation awards will be conditioned on the achievement by the Company or its affiliates, divisions or operational units, or any combination of the foregoing, of objectively

Table of Contents

determinable performance goals, based on one or more of the performance measures listed below, over a specified performance period:

net earnings or net income (before or after interest, taxes and/or other adjustments)	enterprise value
basic or diluted earnings per share (before or after interest taxes and/or other adjustments)	employee retention
book value per share	attainment of strategic or operational initiatives
net revenue or revenue growth	asset growth
net interest margin	dividend yield
operating profit (before or after taxes)	market share, mergers, acquisitions or sales of assets
return on assets, equity, capital, revenue or similar measure	cost per available seat mile
cash flow, (including operating cash flow and free cash flow)	revenue per seat mile available
share price (including growth measures and total shareholder return)	revenue per seat mile
working capital	percentage of flights completed on time
expense targets, including fuel margins	percentage of scheduled flights completed
operating efficiency	lost passenger baggage
measures of economic value added	aircraft utilization
asset quality	revenue per employee
	crewmember satisfaction/ engagement/net promoter score
customer satisfaction/net promoter score	

These performance measures may be used on an absolute or relative basis or may be compared to the performance of a selected group of comparison companies, a published or special index or various stock market indices.

No more than 2,000,000 shares of common stock may be earned in respect of performance compensation awards granted to any one participant for a single fiscal year during a performance period (or, in the event the award is settled in cash, other securities, other awards or other property, no more than the fair market value of that number of shares, calculated as of the last day of the performance period to which the award relates). If a performance compensation award is not denominated in shares of common stock, the maximum amount that can be paid to any one participant in any one fiscal year in respect of that award is \$4,000,000.

The Compensation Committee will, within the first 90 days of the performance period, define in an objective fashion the manner of calculating the performance measures and performance goals it selects to use for the performance period. After the end of the performance period, the Compensation Committee will determine and certify in writing the extent to which the performance goals have been achieved and the amount of the performance compensation award to be paid to the participant. The Compensation Committee may, in its discretion, reduce or eliminate, but may not increase, the amount of a performance compensation award otherwise payable to a participant. The Compensation Committee may not waive the achievement of performance goals applicable to these awards (except in the case of the participant's death, disability or a change in control of the Company). Subject to the limitations of Section 162(m), the Compensation Committee may adjust or modify the calculation of a performance goal based on and to appropriately reflect the following events: (i) asset write-downs, (ii) litigation or claim judgments or settlements, (iii) the effect of changes in tax laws, accounting principles, or other rules affecting the results, (iv) any reorganization or restructuring, (v) the cumulative effect of changes in accounting principles, (vi) extraordinary nonrecurring items as described in

Table of Contents

Accounting Principles Board Opinion No. 30 (or any successor pronouncement), (vii) acquisitions, divestitures or discontinued operations, (viii) gains or losses on refinancing or extinguishment of debt, (ix) foreign exchange gains and losses, (x) a change in the Company's fiscal year (xi) any other specific unusual events, or objectively determinable category thereof, or (xii) any other specific nonrecurring events, or objectively determinable category thereof.

Deferrals of Awards

The Compensation Committee may, to the extent permitted by law, require or allow participants to defer receipt of all or part of any cash or shares subject to their awards on the terms of any deferred compensation plan of the Company or other terms set by the Compensation Committee.

Transferability of Awards

Options, SARs, unvested restricted stock and other awards under the 2011 Incentive Plan may not be sold or otherwise transferred except in the event of a participant's death to his or her designated beneficiary or by will or the laws of descent and distribution, unless otherwise determined by the Compensation Committee. The Compensation Committee may permit awards other than incentive stock options and any related SARs to be transferred for no consideration. Options and other awards under the 2011 Incentive Plan may not be transferred to third parties for value or other consideration unless approved by the stockholders.

Change in Control

A change in control of the Company (as defined in the 2011 Incentive Plan) will have no effect on outstanding awards under the plan that the Board of Directors or the Compensation Committee determines will be honored or assumed or replaced with new rights by a new employer (referred to as an alternative award), so long as the alternative award:

is based on securities that are, or within 60 days after the change in control will be, traded on an established United States securities market;

provides the holder with rights and entitlements (such as vesting and timing or methods of payment) that are at least substantially equivalent to the rights, terms and conditions of the outstanding award;

has an economic value that is substantially equivalent to that of the outstanding award;

provides that if the holder's employment with the new employer terminates under any circumstances, other than due to termination for cause or resignation without good reason, within 18 months following the change in control (or prior to a change in control, but following the date on which we agree in principle to enter into that change in control transaction), (1) any conditions on the holder's rights under, or any restrictions on transfer or exercisability applicable to, the alternative award will be waived or will lapse in full, and the alternative award will become fully vested and exercisable, and (2) the alternative award may be exercised until the later of (a) the last date on which the outstanding award would otherwise have been exercisable, and (b) the earlier of (i) the third anniversary of the change in control and (ii) expiration of the term of the outstanding award; and

will not subject the holder to additional taxes or interest under section 409A of the Internal Revenue Code.

If the Board of Directors or the Compensation Committee does not make this determination with respect to any outstanding awards, then:

(1) the awards will fully vest and become non-forfeitable and exercisable immediately prior to the change in control;

Table of Contents

(2) the Board of Directors or the Compensation Committee will provide that in connection with the change in control:

each outstanding option and SAR will be cancelled in exchange for an amount equal to the fair market value of our common stock on the change in control date, reduced by the option exercise price or grant price of the option or SAR;

each outstanding share of restricted stock, restricted stock unit and any other award denominated in shares will be cancelled in exchange for an amount equal to the number of shares covered by the award multiplied by the price per share offered for our common stock in the change in control transaction, or, in some cases, the highest fair market value of the common stock during the 30 trading days preceding the change in control date; and

any outstanding award not denominated in shares, including any award the payment of which was deferred, will be cancelled in exchange for the full amount of the award;

(3) the target performance goals applicable to any outstanding awards will be deemed to be fully attained, unless actual performance exceeds the target, in which case actual performance will be used, for the entire performance period then outstanding; and

(4) the Board of Directors or the Compensation Committee may otherwise adjust or settle outstanding awards as it deems appropriate, consistent with the plan's purposes.

Any amounts described under (2) above will be paid in cash, publicly traded securities of the new employer or a combination of cash and securities as soon as reasonably practicable, but in no event later than 10 business days, following the change in control.

Adjustment Provisions

In the event of a corporate transaction or other event, such as a dividend (excluding any ordinary dividend) or other distribution, stock split or recapitalization, merger, consolidation or reorganization or a change in control, or any unusual or nonrecurring event affecting the Company or its affiliates, or any changes in applicable rules, rulings, regulations or other governmental, legal, securities exchange or financial accounting requirements, such that the Compensation Committee determines in its discretion that an adjustment is necessary or appropriate, then the Compensation Committee will make any such adjustments in such manner as it deems equitable, including any or all of the following:

adjusting any or all of (A) the number and kind of shares of common stock, other securities or other property that may be delivered in respect of awards under the 2011 Incentive Plan or with respect to which awards may be granted (including adjusting any or all of the limits on the maximum awards that may be granted to individual participants under the plan) and (B) the terms of any outstanding award, including (1) the number of shares or other securities of the Company (or number and kind of other securities or other property) subject to outstanding awards under the plan or to which outstanding awards relate, (2) the option price or grant price with respect to any award or (3) any applicable performance measures and performance goals);

providing for a substitution or assumption of awards, accelerating the exercisability of, lapse of restrictions (including any period of restriction) on, or termination of, awards or providing for a period of time for exercise prior to the occurrence of such event; and

cancelling any one or more outstanding awards and causing to be paid to the holders thereof, in cash, shares of common stock, other securities or other property, or any combination thereof, the value of such awards, if any, as determined by the Compensation Committee (which, if applicable, may be based upon the price per share received or to be received by other Company stockholders in such event), including, in the case of an outstanding option or stock appreciation right, a cash payment in an amount equal to the excess, if any, of the fair market value (as of a date specified by the Compensation Committee) of the shares subject to that option or stock appreciation right over the aggregate option price or grant price of the option or stock

Table of Contents

appreciation right (and cancellation for no consideration of any option or stock appreciation right having a per share option price or grant price equal to, or in excess of, the fair market value of a share of common stock).

In the case of any equity restructuring (within the meaning of Financial Accounting Standards Board Accounting Standards Codification Topic 718, Compensation Stock Compensation (or any successor pronouncement)), the Compensation Committee will make an equitable or proportionate adjustment to awards outstanding under the 2011 Incentive Plan to reflect the equity restructuring.

Amendment and Termination

The Board of Directors may amend, alter, suspend or terminate the 2011 Incentive Plan. However, no amendment, alteration, suspension or termination of the 2011 Incentive Plan may materially impair the previously accrued rights of a participant under any previously granted award without the participant's consent, except with respect to any amendment to comply with applicable law, tax rules, stock exchange rules or accounting rules. Additionally, no plan amendment may be made without the approval of the Company's stockholders to the extent such approval is required by any applicable law, tax rules, stock exchange rules or accounting rules. Further, the provisions of the 2011 Incentive Plan described above under Change in Control may not be amended, terminated or modified on or after the date of a change in control to materially impair any participant's outstanding award without that participant's prior written consent.

The Compensation Committee may unilaterally amend or alter the terms of any outstanding award, but no amendment may be inconsistent with the terms of the 2011 Incentive Plan and no amendment of an award intended to qualify as a performance compensation award may cause the award not to so qualify. Additionally, no amendment or alteration of an award may materially impair the previously accrued rights of the participant to whom the award was granted without the participant's consent, except any amendment to comply with applicable law, tax rules, stock exchange rules or accounting rules.

Except in an adjustment described above under Adjustment Provisions or as approved by the Company's stockholders, during any period that the Company is subject to the reporting requirements of the Securities Exchange Act of 1934, the 2011 Incentive Plan prohibits the Company from: (1) amending the terms of any outstanding stock option or SAR to reduce its exercise price or grant price, (2) cancelling an outstanding stock option or SAR in exchange for cash, the granting of an option or SAR at a lower exercise price or grant price or the granting of a different type of award, or (3) taking any other action as to an option or SAR that is considered a repricing for purposes of the stockholder approval rules of the Nasdaq Stock Exchange, or any other applicable securities exchange.

Duration of 2011 Incentive Plan

If the 2011 Incentive Plan is approved by our stockholders, the 2011 Incentive Plan will become effective as of the date of the annual meeting and will continue in effect until all shares of our common stock available under the 2011 Incentive Plan are delivered and all restrictions on those shares have lapsed, unless the 2011 Incentive Plan is terminated earlier by the Board of Directors. No awards may be granted under the 2011 Incentive Plan on or after May 25, 2021.

Termination, Rescission, Recapture and Recoupment of Awards

The 2011 Incentive Plan authorizes the Compensation Committee to terminate a participant's outstanding awards, rescind any exercise, payment or delivery of an award, or recapture any shares, or proceeds from the sale of shares, issued pursuant to an award if a participant does not comply with the following condition: a participant may not, in violation of any agreement between the participant and the Company, disclose to anyone outside the Company, or use

for other than Company purposes, the Company's proprietary or confidential information or material, without our permission, . Furthermore, if we determine that a participant has (1) rendered services to, or otherwise engaged in or assisted, any

Table of Contents

organization or business that is or is working to become competitive with us, (2) solicited any of our non-administrative crewmembers to terminate employment with us, or (3) engaged in other activities which are materially prejudicial to or in conflict with our interests, in each case, while employed by or rendering services to the Company, we may impose a termination, rescission, and/or recapture of all the participant's awards, and the proceeds thereof. It is not a basis for termination, rescission or recapture for a participant, after termination of service, to purchase stock or other securities of an organization or business, however, as long as the stock or securities are listed on a recognized securities exchange or traded over-the-counter, and such investment does not represent more than a 5% equity interest in the organization or business. Within ten days of receiving notice from the Company of the breach of a condition, or other behavior as described above, the participant must deliver any shares acquired pursuant to an award, the gain realized for any shares the participant has sold, or any payment received as a result of the rescinded exercise, payment or delivery. If the participant returns shares purchased by exercising an option, or the gains realized from the sale of any such shares, we will refund the exercise price. To the extent permitted or required by applicable law, a participant may be required to reimburse us for all or any portion of any awards granted under the 2011 Incentive Plan, or termination, rescission or recapture of any awards may be required, to the extent that the granting, vesting or payment of the award was based on financial results that were later the subject of an accounting restatement due to the Company's material noncompliance with any financial reporting requirement under the securities laws, and a lower granting, vesting or payment of the award would have occurred based on the restated results, provided the awards were granted, paid or vested within three years of the restatement.

Non-United States Participants

The Compensation Committee may grant awards to, and establish modifications, amendments, procedures and subplans for, eligible individuals who are non-United States nationals, reside outside the United States, are compensated from a payroll maintained outside the United States, or are subject to non-United States legal or regulatory provisions, on terms and conditions different from those otherwise specified in the 2011 Incentive Plan to foster and promote achievement of the plan's purposes and comply with those non-United States legal or regulatory provisions.

Tax Withholding Obligations

The 2011 Incentive Plan authorizes us and our affiliates to withhold all applicable taxes from any award or payment under the 2011 Incentive Plan and to take other actions necessary or appropriate to satisfy those tax obligations. Subject to applicable law, a participant may (unless disallowed by the Compensation Committee) elect to satisfy these tax obligations by: (1) electing to have the Company withhold shares otherwise deliverable under the award or (2) tendering shares of our common stock that the participant already owns and either purchased in the open market or has held for at least 6 months, in each case based on the fair market value of those shares on a date determined by the Compensation Committee.

Certain Federal Income Tax Consequences

The following is a brief summary of certain significant United States Federal income tax consequences under the Internal Revenue Code, as in effect on the date of this summary, applicable to the Company and plan participants in connection with awards under the 2011 Incentive Plan. This summary assumes that all awards will be exempt from, or comply with, the rules under Section 409A of the Internal Revenue Code regarding nonqualified deferred compensation. If an award constitutes nonqualified deferred compensation and fails to comply with Section 409A, the award will be subject to immediate taxation and tax penalties in the year the award vests. This summary is not intended to be exhaustive, and, among other things, does not describe state, local or non-United States tax consequences, or the effect of gift, estate or inheritance taxes. References to the Company in this summary of tax consequences mean JetBlue Airways Corporation, or any affiliate of JetBlue Airways

Table of Contents

Corporation that employs or receives the services of a recipient of an award under the 2011 Incentive Plan, as the case may be.

The grant of options under the 2011 Incentive Plan will not result in taxable income to the recipient of the options or an income tax deduction for the Company. However, the transfer of our common stock to an option holder upon exercise of his or her option may or may not give rise to taxable income to the option holder and a tax deduction for the Company depending upon whether such option is a nonqualified stock option or an incentive stock option.

The exercise of a nonqualified stock option by an option holder generally results in immediate recognition of taxable ordinary income by the option holder and a corresponding tax deduction for the Company in the amount by which the fair market value of the shares of our common stock purchased, on the date of such exercise, exceeds the aggregate exercise price paid. Any appreciation or depreciation in the fair market value of those shares after the exercise date will generally result in a capital gain or loss to the holder at the time he or she disposes of those shares.

The exercise of an incentive stock option by the option holder is exempt from income tax, although not from the alternative minimum tax, and does not result in a tax deduction for the Company if the holder has been an crewmember of the Company at all times beginning with the option grant date and ending three months before the date the holder exercises the option (or twelve months in the case of termination of employment due to disability). If the option holder has not been so employed during that time, the holder will be taxed as described above for nonqualified stock options. If the option holder disposes of the shares purchased more than two years after the option was granted and more than one year after the option was exercised, then the option holder will recognize any gain or loss upon disposition of those shares as capital gain or loss. However, if the option holder disposes of the shares prior to satisfying these holding periods (known as a disqualifying disposition), the option holder will be obligated to report as taxable ordinary income for the year in which that disposition occurs the excess, with certain adjustments, of the fair market value of the shares disposed of, on the date the incentive stock option was exercised, over the exercise price paid for those shares. The Company would be entitled to a tax deduction equal to that amount of ordinary income reported by the option holder. Any additional gain realized by the option holder on the disqualifying disposition would be capital gain. If the total amount realized in a disqualifying disposition is less than the exercise price of the incentive stock option, the difference would be a capital loss for the holder.

The grant of SARs does not result in taxable income to the recipient of a SAR or a tax deduction for the Company. Upon exercise of a SAR, the amount of any cash the participant receives (before applicable tax withholdings) and the fair market value as of the exercise date of any common stock received are taxable to the participant as ordinary income and deductible by the Company.

A participant will not recognize any taxable income upon the award of shares of restricted stock which are not transferable and are subject to a substantial risk of forfeiture. Dividends paid with respect to restricted stock prior to the lapse of restrictions applicable to that stock will be taxable as compensation income to the participant. Generally, the participant will recognize taxable ordinary income at the first time those shares become transferable or are no longer subject to a substantial risk of forfeiture, in an amount equal to the fair market value of those shares when the restrictions lapse. However, a participant may elect to recognize taxable ordinary income upon the award date of restricted stock based on the fair market value of the shares of common stock subject to the award on the award date. If a participant makes that election, any dividends paid with respect to that restricted stock will not be treated as compensation income, but rather as dividend income, and the participant will not recognize additional taxable income when the restrictions applicable to his or her restricted stock award lapse. Assuming compliance with the applicable tax withholding and reporting requirements, the Company will be entitled to a tax deduction equal to the amount of ordinary income recognized by a participant in connection with his or her restricted stock award in the Company's taxable year in which that participant recognizes that ordinary income.

The grant of restricted stock units does not result in taxable income to the recipient of a restricted stock unit or a tax deduction for the Company. The amount of cash paid (before applicable tax

Table of Contents

withholdings) or the then-current fair market value of the common stock received upon settlement of the restricted stock units is taxable to the recipient as ordinary income and deductible by the Company.

The grant of a cash-based award, other stock-based award or dividend equivalent right generally should not result in the recognition of taxable income by the recipient or a tax deduction by the Company. The payment or settlement of a cash-based award, other stock-based award or dividend equivalent right should generally result in immediate recognition of taxable ordinary income by the recipient equal to the amount of any cash paid (before applicable tax withholding) or the then-current fair market value of the shares of common stock received, and a corresponding tax deduction by the Company. If the shares covered by the award are not transferable and subject to a substantial risk of forfeiture, the tax consequences to the participant and the Company will be similar to the tax consequences of restricted stock awards, described above. If an other stock-based award consists of unrestricted shares of common stock, the recipient of those shares will immediately recognize as taxable ordinary income the fair market value of those shares on the date of the award, and the Company will be entitled to a corresponding tax deduction.

Under section 162(m) of the Internal Revenue Code, the Company may be limited as to federal income tax deductions to the extent that total annual compensation in excess of \$1 million is paid to our Chief Executive Officer or any one of our three highest paid executive officers, other than the Chief Executive Officer or Chief Financial Officer, who are employed by us on the last day of our taxable year. However, certain performance-based compensation the material terms of which are disclosed to and approved by our stockholders is not subject to this deduction limitation. The 2011 Incentive Plan has been structured with the intention that compensation resulting from stock options and SARs granted under the 2011 Incentive Plan will be qualified performance-based compensation and, assuming the plan is approved by the stockholders, deductible without regard to the limitations otherwise imposed by section 162(m) of the Internal Revenue Code. The 2011 Incentive Plan allows the Compensation Committee discretion to award restricted stock, restricted stock units, cash-based awards and other stock-based awards in the form of performance compensation awards that are intended to be qualified performance-based compensation, as described under Performance Compensation Awards above.

Under certain circumstances, accelerated vesting, exercise or payment of awards under the 2011 Incentive Plan in connection with a change of control of us might be deemed an excess parachute payment for purposes of the golden parachute payment provisions of section 280G of the Internal Revenue Code. To the extent it is so considered, the participant holding the award would be subject to an excise tax equal to 20% of the amount of the excess parachute payment, and the Company would be denied a tax deduction for the excess parachute payment.

New Plan Benefits

As of March 31, 2011, there were approximately ten non-employee directors and approximately 500 crewmembers who would be eligible to receive awards under the 2011 Incentive Plan. No awards will be granted under the 2011 Incentive Plan unless the plan is approved by our stockholders. Because it will be within the Compensation Committee's discretion to determine which non-employee directors and crewmembers will receive awards under the 2011 Incentive Plan and the types and amounts of those awards, it is not possible at present to specify the benefits that would be received under the 2011 Incentive Plan by non-employee directors and crewmembers if the 2011 Incentive Plan is approved by the stockholders. In addition, the benefits or amounts that would have been received by, or allocated to, those persons for the last completed fiscal year if the 2011 Incentive Plan had been in effect cannot be determined.

THE BOARD OF DIRECTORS RECOMMENDS THAT STOCKHOLDERS VOTE FOR THE APPROVAL OF THE JETBLUE AIRWAYS CORPORATION 2011 INCENTIVE COMPENSATION PLAN.

Table of Contents

PROPOSAL 4 APPROVAL OF JETBLUE AIRWAYS CORPORATION 2011 CREWMEMBER STOCK PURCHASE PLAN

We currently allow our eligible crewmembers and the eligible crewmembers of our participating affiliates to purchase shares of our common stock under the JetBlue Airways Corporation Crewmember Stock Purchase Plan, which we refer to as the 2007 Stock Purchase Plan. As of March 31, 2011, there were 20,923,960 shares of our common stock remaining available for purchase under the 2007 Stock Purchase Plan. By its terms, the 2007 Stock Purchase Plan expires on the last business day of April 2012.

We believe that encouraging additional JetBlue stock ownership by our crewmembers has been and continues to be an effective method of further aligning the interests of our crewmembers and stockholders. We intend to continue to encourage crewmember stock ownership by adopting the JetBlue Airways Corporation 2011 Crewmember Stock Purchase Plan, which we refer to as the 2011 Stock Purchase Plan, subject to the approval of our stockholders. The 2011 Stock Purchase Plan will become effective on the date it is approved by the affirmative vote of a majority of the shares of common stock present in person or represented by proxy at the annual meeting. Shares held by brokers who do not have discretionary authority to vote on this proposal and who have not received voting instructions from the beneficial owners are not counted or deemed to be present or represented for the purpose of determining whether this proposal has been approved. Abstentions are treated as shares present or represented and are counted in the tabulations of the votes cast on this proposal. Abstentions have the same effect as voting against this proposal. If our stockholders approve the 2011 Stock Purchase Plan, no additional grants will be made under the 2007 Stock Purchase Plan on or after the date of the annual meeting, but any purchase rights outstanding under the 2007 Stock Purchase Plan will remain in effect in accordance with their terms.

Description of the 2011 Stock Purchase Plan

The principal features of the 2011 Stock Purchase Plan are summarized below. We encourage you to read the entire proposed 2011 Stock Purchase Plan, which is attached as Appendix B to this Proxy Statement, for the full statement of its legal terms and conditions. If there is any conflict or inconsistency between this summary and the provisions of the 2011 Stock Purchase Plan, the provisions of the 2011 Stock Purchase Plan will govern.

Eligibility

The 2011 Stock Purchase Plan is a broad-based plan designed to meet the requirements of Section 423 of the Internal Revenue Code by offering all of our crewmembers and the crewmembers of our participating subsidiaries the opportunity to buy shares of common stock at a 5% discount from the prevailing fair market value. Each individual who is an eligible crewmember on the start date of an offering period may enter that offering period on such start date. An eligible crewmember may participate in only one offering period at a time.

Shares Authorized for Issuance

The 2011 Stock Purchase Plan authorizes the issuance of 8,000,000 shares of our common stock, which would represent approximately 2.70% of our outstanding common stock on March 31, 2011. The shares to be issued under the 2011 Stock Purchase Plan may be authorized but unissued shares or may be reacquired shares, including shares of common stock purchased on the open market. Upon the occurrence of certain events that affect our capitalization, appropriate adjustments will be made to the number and class of securities that may be issued under the 2011 Stock Purchase Plan in the future and to the number and class of securities and price per share under all outstanding stock purchase rights granted before the event.

Table of Contents

Administration

The 2011 Stock Purchase Plan generally will be administered by a committee (called the Plan Administrator) of two or more members of the Board of Directors appointed by the Board of Directors to administer the 2011 Stock Purchase Plan. All decision of the Plan Administrator will be final and binding on all parties having an interest in the 2011 Stock Purchase Plan. Subject to limitations of applicable laws or rules, the Plan Administrator may delegate its administrative responsibilities and powers under the 2011 Stock Purchase Plan to any of our crewmembers or group of crewmembers. We currently expect that the members of the committee that will act as the Plan Administrator will be: Ann Rhoades, David Checketts and Stan McChrystal.

Purchase Price for the Shares

Under the 2011 Stock Purchase Plan, participating crewmembers are granted rights to purchase shares of common stock at a price equal to 95% of the stock's fair market value on the purchase date. The 2011 Stock Purchase Plan generally defines fair market value as the average of the highest and the lowest selling price reported for our common stock on the Nasdaq Global Select Market on the date for which fair market value is being determined. On March 31, 2011, the average of the high and the low selling price of our common stock on the Nasdaq Global Select Market was \$6.28.

Payroll Deductions

An eligible crewmember may elect to participate in an offering period under the 2011 Stock Purchase Plan by authorizing after-tax payroll deductions from gross wages on or before the start date of such offering period. Offering periods commence at semi-annual intervals on the first business day of May and November each year, and have a maximum duration of six months unless otherwise determined by the Plan Administrator prior to the start of such offer period (but in no event may an offering period exceed 24 months). Crewmembers may generally authorize payroll deductions in multiples of 1%, up to a maximum of 10%, of gross wages to purchase shares under the 2011 Stock Purchase Plan. Payroll deductions will be credited to the participant's book account during each offering period. These accounts will not bear interest. A participant may, at any time during the offering period, reduce the rate of payroll deductions, but no more than once per purchase interval. A participant may also, prior to the commencement of any new purchase interval within the offering period, increase the rate of payroll deduction (up to the maximum 10%) for such new purchase interval. Additionally, a crewmember may withdraw from an offering period by giving notice prior to the next scheduled purchase date. Any payroll deductions collected from the crewmember during the purchase interval in which a withdrawal occurs will be immediately refunded, or, at the crewmember's election, be held for the purchase of shares on the next purchase date. A participant's withdrawal from a particular offering period is irrevocable, and the participant may not subsequently rejoin that offering period. Additionally, the Board of Directors may at any time terminate an offering period, in which case the participants' outstanding payroll deductions will be promptly refunded.

Purchase of Shares

On the start date of each offering period in which a participant is enrolled, the participant will be granted a separate purchase right for such offering period. The purchase right will provide the participant with the right to purchase shares under the 2011 Stock Purchase Plan on the last business day of a six-month purchase interval, which we refer to as the purchase date. Purchase intervals run from the first business day in May to the last business day in October each year, and from the first business day in November each year to the last business day in April in the following year. Each purchase right will be automatically exercised on each successive purchase date within the offering period, and the purchase will be effected by applying the participant's payroll deductions collected during the purchase interval to the purchase of the maximum number of whole shares of common stock that can be purchased with such

payroll deductions. However, a participant may not purchase more than 3,375 shares, and not more than 1,350,000 shares may be purchased in total by all

Table of Contents

participants, on any one purchase date. Further, no crewmember may purchase more than \$25,000 of common stock (using the fair market value of the common stock on the date the purchase rights are granted) under the 2011 Stock Purchase Plan (and any other crewmember stock purchase plan of the Company or an affiliate) per calendar year. Any payroll deductions not applied to the purchase of shares on any purchase date because they are not sufficient to purchase a whole share of common stock will be held for the purchase of common stock on the next purchase date. However, any payroll deductions under the 2011 Stock Purchase Plan not applied to the purchase of common stock by reason of the limitation on the maximum number of shares purchasable per participant or in total by all participants on the purchase date or any other reason will be promptly refunded. If a participant is, by reason of the \$25,000 accrual limitations, precluded from purchasing additional shares of common stock on one or more purchase dates during an offering period, then payroll deductions for such participant will be suspended until such participant is again able to purchase shares during such offering period.

Termination of Employment

Generally, if a participant's employment terminates for any reason (including death, disability or change in status), his or her right to purchase shares of common stock during the current offering period will immediately terminate and all of his or her payroll deductions for the purchase interval in which the purchase right so terminates will be immediately refunded. However, if a participant ceases to remain in active service by reason of an approved unpaid leave of absence, then the participant will have the right, exercisable up until the last business day of the purchase interval in which such leave commences, either to withdraw all the payroll deductions collected to date on his or her behalf for that purchase interval, or to have such funds held for the purchase of shares on his or her behalf on the next scheduled purchase date. In no event may any further payroll deductions be collected on such participant's behalf during such leave. If the participant returns to active service within 90 days following the commencement of such leave or prior to the expiration of any longer period for which such participant has reemployment rights with us provided by statute or contract, his or her payroll deductions under the 2011 Stock Purchase Plan will automatically resume at the rate in effect at the time the leave began, unless the participant withdraws from the 2011 Stock Purchase Plan prior to his or her return. Otherwise, the participant must re-enroll in the 2011 Stock Purchase Plan as a new participant.

Change in Control

If a change in control of the Company (as defined in the 2011 Stock Purchase Plan) occurs, each outstanding purchase right will automatically be exercised immediately prior to the effective date of such change in control. The purchase price applicable for the purchase interval in which such change in control occurs will be equal to 95% of the fair market value per share of our common stock immediately prior to the effective date of such change in control. However, participants will, following the receipt of notice from us of a change in control, have the right to terminate their outstanding purchase rights prior to the effective date of such change in control. Further, the Plan Administrator may terminate any outstanding purchase rights prior the effective date of a change in control, in which case all payroll deductions for the purchase interval in which such purchase rights are terminated will be promptly refunded.

Amendment and Termination of the 2011 Stock Purchase Plan

The Board of Directors may terminate, suspend or amend the 2011 Stock Purchase Plan at any time, generally to become effective immediately following the close of any purchase interval. Stockholder approval is required for any amendment that would (a) increase the number of shares available for issuance under the 2011 Stock Purchase Plan, (b) change the purchase price formula so as to reduce the purchase price payable for shares purchasable under the 2011 Stock Purchase Plan, (c) change the eligibility requirements for participation in the 2011 Stock Purchase Plan, or

Table of Contents

(d) otherwise require stockholder approval under any relevant law, regulation or rule. Unless sooner terminated by the Board of Directors, the 2011 Stock Purchase Plan will terminate upon the earliest of (i) the last business day in April 2021, (ii) the date on which all shares available for issuance under the 2011 Stock Purchase Plan has been sold pursuant to purchase rights exercised under the 2011 Stock Purchase Plan, or (iii) the date on which all purchase rights are exercised in connection with a change in control of the Company.

Certain U.S. Federal Income Tax Consequences

The following is a brief summary of certain significant United States Federal income tax consequences under the Internal Revenue Code, as in effect on the date of this summary, applicable to the Company and crewmembers in connection with participation and purchase of shares of common stock under the 2011 Stock Purchase Plan. This summary is not intended to be exhaustive and, among other things, does not describe state, local or non-U.S. tax consequences, or the effect of gift, estate or inheritance taxes.

The amounts deducted from the salary of a crewmember who participates in the 2011 Stock Purchase Plan will constitute ordinary income taxable to the crewmember.

The grant of a common stock purchase right under the 2011 Stock Purchase Plan will not have any U.S. federal income tax consequences to either the crewmember or the Company or any of its affiliates. The purchase of common stock under the 2011 Stock Purchase Plan also will not have any immediate U.S. federal income tax consequences to the crewmember. Any determination of U.S. federal income tax consequences will depend on whether the shares purchased are disposed of after the expiration of one year after the date those shares are transferred to the crewmember and two years after the date of grant of the common stock purchase right (referred to below as the holding periods). If the holding periods are met, 5% of the fair market value of the shares of common stock on the first day of the offering period, or, if less, the excess, if any, of the fair market value of the common stock at the time of such disposition or death over the total purchase price of the shares, will be treated as ordinary income and any additional gain will be treated as long-term capital gain. Neither the Company nor any affiliate employing the participant will be entitled to any U.S. federal income tax deduction with respect to the amount treated as long-term capital gain or as ordinary income as a result of the rules described above for shares disposed of after expiration of the holding periods. If the shares are disposed of prior to the expiration of the holding periods (a disqualifying disposition), generally the excess of the fair market value of those shares on the purchase date over the aggregate purchase price will be ordinary income at the time of such disqualifying disposition, and the Company will be entitled to a U.S. federal tax deduction in a like amount. Any disposition proceeds in excess of the value of the shares at the purchase date will result in capital gain (or loss) to the participant and will not be deductible to us.

New Plan Benefits

As of March 31, 2011, there were approximately 13,500 crewmembers who would be eligible to participate in the 2011 Stock Purchase Plan. No awards will be granted under the 2011 Stock Purchase Plan unless the plan is approved by our stockholders. The actual amount of benefits provided to executives and our other crewmembers under the 2011 Stock Purchase Plan will vary depending upon the actual purchase prices established under the 2011 Stock Purchase Plan, the fair market value of the common stock at various future dates, and the extent to which crewmembers choose to participate in the 2011 Stock Purchase Plan through future payroll contributions. Therefore, it is not possible to determine currently the total dollar amount of benefits that would be received by participants in the 2011 Stock Purchase Plan if the 2011 Stock Purchase Plan is approved by the stockholders. In addition, the benefits or amounts that would have been received by, or allocated to, those persons for the last completed fiscal year if the 2011 Stock Purchase Plan had been in effect cannot be determined.

Table of Contents

THE BOARD OF DIRECTORS RECOMMENDS THAT STOCKHOLDERS VOTE FOR THE APPROVAL OF THE JETBLUE AIRWAYS CORPORATION 2011 CREWMEMBER STOCK PURCHASE PLAN.

PROPOSAL 5 ADVISORY RESOLUTION ON EXECUTIVE COMPENSATION

In accordance with the recently-enacted Dodd-Frank Wall Street Reform and Consumer Protection Act (the Dodd-Frank Act), we are asking you to approve an advisory resolution on compensation of our named executive officers as described in the Compensation Discussion and Analysis, the compensation tables and related narrative discussion included in this proxy statement. This proposal, commonly known as a say on pay proposal, gives stockholders an opportunity to approve, reject or abstain from voting with respect to our fiscal 2010 executive compensation programs and policies and the compensation paid to our named executive officers. This vote is not intended to address any specific item of compensation, but rather the overall compensation of our named executive officers as described in this proxy statement.

Please read the Compensation Discussion and Analysis beginning on page 45 for additional details about our executive compensation program, including information about the fiscal year 2010 compensation of our named executive officers. Our Compensation Committee has structured our executive compensation program to achieve the following key objectives:

Support our strategy and stay true to our Values: We aim to align compensation programs with business strategies focused on long-term growth and creating value for our stockholders. We motivate crewmembers to overcome challenges and to deliver commitments, all while living our Values of Safety, Caring, Integrity, Fun and Passion;

Attract and retain top talent: We aim to set target compensation for our crewmembers to be below the market median within the airline industry, but still competitive given our Northeast location, route network, value carrier market placement and structure; and

Pay for performance: We hold our crewmembers accountable for their performance in light of Company goals, our general and industry performance. We believe the proportion of executive compensation designed to be delivered in variable pay should depend on the executive's position and the ability of that position to influence overall Company performance.

Because your vote on this proposal is advisory, it will not be binding on us, the Compensation Committee or the Board. However, the Compensation Committee and the Board will take into account the outcome of the vote when considering future executive compensation arrangements. Furthermore, your advisory vote will serve as an additional tool to guide the Board and the Compensation Committee in continuing to improve the alignment of the Company's executive compensation programs with the interests of JetBlue and its stockholders.

The Compensation Committee and the Board of Directors believe that the policies and procedures articulated in the Compensation Discussion and Analysis are effective in achieving our goals and that the compensation of our named executive officers reported in this proxy statement has contributed to the Company's recent and long-term success. Accordingly, we are asking you to endorse our executive compensation program by voting for the following resolution:

RESOLVED, that the compensation paid to the Company's named executive officers, as disclosed pursuant to Item 402 of Regulation S-K, including the Compensation Discussion and Analysis, compensation tables and narrative discussion is hereby **APPROVED**.

THE BOARD OF DIRECTORS RECOMMENDS THAT STOCKHOLDERS VOTE FOR THE FOREGOING RESOLUTION FOR THE REASONS OUTLINED ABOVE.

Table of Contents

PROPOSAL 6 ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION

In accordance with the recently enacted Dodd-Frank Act, we are seeking an advisory stockholder vote on whether an advisory say on pay vote should be held every year, every two years or every three years. Stockholders may also abstain from making a choice. This proposal is commonly known as a say on frequency proposal. The Dodd-Frank Act requires that, after such initial say on frequency votes are held, we submit to our stockholders not less frequently than every six years thereafter the say on frequency vote.

After careful consideration and dialogue with our stockholders, the Board of Directors has determined that holding an advisory vote on executive compensation every **1 YEAR** is the most appropriate policy for the Company at this time, and recommends that stockholders vote for future say on pay votes to occur every year. While the Company's executive compensation programs are designed to promote a long-term connection between pay and performance, the Board of Directors believes that an annual advisory vote on executive compensation provides the Company with more direct and immediate feedback on our compensation disclosures. It is also consistent with the Company's practice of seeking timely input and engaging in frequent dialogue with our stockholders on corporate governance matters (including our practice of having all directors elected annually and annually providing stockholders the opportunity to ratify the Audit Committee's selection of independent auditors) and our executive compensation philosophy, policies and practices. We welcome stockholder input and anticipate that the value of an annual vote will outweigh the burden of preparing annual proposals.

Stockholders should note that because the advisory vote on executive compensation occurs well after the beginning of the compensation year, and because the different elements of our executive compensation programs are designed to operate in an integrated manner and to complement one another, in many cases it may not be appropriate or feasible to change our executive compensation programs in consideration of any one year's advisory vote on executive compensation by the time of the following year's annual meeting of stockholders.

Stockholders are not voting to approve or disapprove the Board's recommendation. Stockholders will be able to specify one of four choices for this proposal on the proxy card: 1 Year, 2 Years, 3 Years or Abstain. The option that receives the highest number of votes cast by our stockholders will be the frequency for the advisory vote on executive compensation that has been selected by our stockholders. However, because your vote on this proposal is advisory, it will not be binding on us, the Board or the Compensation Committee. Nevertheless, our Board will review and consider the outcome of this vote when making determinations as to the frequency of say on pay votes and may decide, based on factors such as discussions with stockholders and the adoption of material changes to compensation programs, that it is in the best interest of our stockholders to hold a say on pay vote more or less frequently than the option approved by our stockholders.

THE BOARD OF DIRECTORS RECOMMENDS THAT STOCKHOLDERS VOTE TO CONDUCT FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION EVERY 1 YEAR .

Table of Contents**COMPENSATION DISCUSSION AND ANALYSIS**

This Compensation Discussion and Analysis section of the proxy statement explains how our executive compensation programs are designed and operate with respect to the following officers identified in the Summary Compensation Table below (the named executive officers).

Executive Summary

At JetBlue, Integrity is one of our five core values. We believe honesty builds trust. We hold ourselves to a high standard of integrity and strive for complete transparency with our executive compensation programs. JetBlue Airways Corporation is a passenger airline that we believe has established a new airline category a value airline based on service, style and cost. Known for its award-winning customer service and free TV as much as for its competitive fares, JetBlue believes it offers its customers the best coach product in markets it serves with a strong core product and reasonably priced optional upgrades. The Compensation Committee believes that our executive compensation program is instrumental in helping the Company to achieve its business goals and promote its values.

Highlights of 2010 Performance

JetBlue achieved strong financial results in 2010 against a backdrop of significant weather events and a challenging economic and industry environment. Our executive compensation decisions in 2010 were greatly influenced by our strong operating results in this environment:

	Fiscal 2010	Fiscal 2009	Change (%)
	(\$ in millions, except per share amounts)		
Pretax income	161	104	56.1%
Net income	97	61	59.9%
Earnings per diluted share	0.31	0.21	47.6%
Operating revenues	3,779	3,292	14.8%
Stock price as of fiscal year end(1)	\$ 6.61	\$ 5.45	21.3%

(1) Represents the closing market price of our common stock on December 31, 2010 and December 31, 2009, respectively.

JetBlue also achieved several non-financial milestones. We celebrated our 10th anniversary on February 11, 2011. For the sixth consecutive year we were recognized by J.D. Power and Associates as having the highest customer satisfaction among low cost airlines in North America. We successfully transitioned our customer service system to Sabre, a significant undertaking that will result in a more robust platform for our commercial endeavors, better customer service and more efficient operations in the future. We also effectively managed the several month-long closure of a significant runway at our home base of operations, John F. Kennedy International Airport.

Highlights of 2010 Compensation Decisions for Our Named Executive Officers

Our fiscal year 2010 compensation actions and decisions were substantially based on our named executive officers' accomplishments and contributions to the Company's results, as highlighted above. Our Company performed well overall, and our compensation changes in 2010 were reflective of several considerations, including Company performance, market competitiveness and internal equity considerations. No named executive officer received a salary increase in 2010 or 2011, except to equalize the salaries across the senior executive team, because the Compensation Committee and the Board determined that their compensation levels are consistent with the Company's compensation objectives and the compensation levels for comparable positions at our peer companies. The Committee approved a Met target assessment for the corporate performance factor, which produced a target bonus award.

Table of Contents

and a target equity award. Additionally, in recognition of significant contributions over and above typical achievements, we made a special discretionary award to Mr. Hayes in February 2010.

Our compensation program is designed to focus and reward our named executive officers for continued success. Consistent with our compensation philosophy, the Compensation Committee sets the compensation of our executive officers, including our named executive officers, substantially based on their achievement of annual financial and operational objectives that further our long-term business goals and the creation of sustainable long-term stockholder value. As a result, the majority of our named executive officers' total compensation is tied to performance. This is done by basing a significant portion of their compensation on performance incentives.

Compensation Philosophy and Overall Compensation Principles

The Company's goal for its executive compensation program is to recruit, retain and motivate a highly talented team of executives with the requisite set of skills and experience to successfully lead the Company in creating value for our stockholders in a highly competitive and volatile industry. The Compensation Committee believes that the compensation program for our named executive officers should emphasize at-risk, performance-based compensation without motivating excessive risk taking. A significant portion of the total compensation opportunity for each of our executives (including the named executive officers) is directly related to performance factors that measure our progress against the goals of our strategic and operating plans. The Compensation Committee believes that our executive compensation program implements and achieves the goals of our executive compensation philosophy.

We strive to apply the following principles for compensating our crewmembers, including our named executive officers:

Support our strategy and stay true to our Values: We aim to align compensation programs with business strategies focused on long-term growth and creating value for our stockholders. We motivate crewmembers to overcome challenges and to deliver commitments, all while living our Values of Safety, Caring, Integrity, Fun and Passion;

Attract and retain top talent: We aim to set target compensation for our crewmembers to be below the market median within the airline industry, but still competitive given our Northeast location, route network, value carrier market placement and structure; and

Pay for performance: We hold our crewmembers accountable for their performance in light of Company goals, our general and industry performance. We believe the proportion of executive compensation designed to be delivered in variable pay should depend on the executive's position and the ability of that position to influence overall Company performance.

The Company strives to implement the principles described above through the following features of its executive compensation practices:

Base salary, as a percentage of total direct compensation, should decrease as salary grade levels increase. We believe that the proportion of compensation designed to be delivered in base salary versus variable pay should be linked to the executive's position and the ability of that position to influence overall Company performance. As leaders move to higher levels of responsibility with more direct influence over the Company's performance, we believe they should have a higher percentage of pay at risk. We believe that the mix and structure of our executive compensation packages strikes the appropriate balance to promote long-term returns without motivating or rewarding excessive risk-taking.

The ratio of long-term incentive compensation to short-term incentive compensation should increase as salary grade levels increase. We expect our executive officers to focus on our long-term success. Our compensation program is designed to motivate executives to take actions that are best for our long-term growth and viability. Our compensation program emphasizes long-

Table of Contents

term compensation and financial performance measures correlated with growing stockholder value rather than simply rewarding shorter-term performance and payout periods.

Equity compensation should increase as salary grade levels increase. We believe that our senior executive officers who are in positions that most directly affect the Company's performance should have sustainable profitable growth for the Company as their main priority. We believe they should receive part of their compensation in the form of equity, which reinforces the link between their actions and stockholders investment. We think equity ownership encourages executives to behave like owners and provides a clear link with stockholders' interests.

Compensation Elements

The following elements made up the fiscal 2010 compensation program for our executive officers, including all of the executive officers listed in the Summary Compensation Table on page 55 (whom we refer to as the named executive officers):

Description	Total Compensation			Total Indirect Compensation All Other Compensation
	Total Direct Compensation		Long Term Compensation Long Term Incentive	
	Short Term Compensation Base Salary	Annual Incentive		
	Fixed Cash Component	Annual Cash Award tied to achieving performance metrics	Equity award tied to achieving performance metrics (RSUs)	Health and welfare plans, including broad based medical, life insurance and disability plans; 401(k) plan; change in control plans. Perquisites: space available flight privileges for all crewmembers, and, as is common in the airline industry, positive space flight privileges for executive officers and their immediate family; possible relocation assistance at the supervisor level and above; executive annual physicals at certain facilities.
Purpose	Provides a competitive level of fixed compensation that attracts and retains skilled management	Creates incentive for executive officers to direct their efforts toward achieving specified company goals	Creates incentive for executive officers to direct their efforts toward achieving specified company goals	Provides competitive, broad-based employee benefits structure, retirement planning benefits, to attract and retain employees

The portion of total compensation delivered in the form of base salary and benefits is intended to provide a competitive foundation and fixed rate of pay for the work being performed by each named executive officer and the associated level of responsibility and contributions to the Company. The compensation opportunity beyond those pay

elements is at risk and must be earned through achievement of annual goals, which represent performance expectations of the Board and management and long-term value creation for stockholders. In setting target compensation, the Compensation Committee focuses on the total compensation opportunity for the executive. The proportion of compensation designed to be delivered in base salary versus variable pay depends on the executive's position and the ability of that position to influence overall Company performance. The more senior the level of the executive, the greater the amount of pay opportunity that is variable.

Determining Executive Compensation

The Compensation Committee assists the Board with respect to oversight and determination of compensation for the Company's directors and executive officers. The Compensation Committee oversees the Company's executive compensation policies and reviews and establishes, subject to approval by our Board of Directors, the compensation for our Chief Executive Officer. The

Table of Contents

Compensation Committee is charged with review of pay levels and policies related to salaries, bonuses and grants of awards and oversight of our equity incentive plans. In determining base salary, annual bonuses and equity awards, the Compensation Committee uses the relevant executive officer's current level of total compensation as the starting point. The Committee bases any adjustments to the current pay level on several factors, including the scope and complexity of the functions the executive officer oversees, the contribution of those functions to our overall performance, individual experience and capabilities, individual performance and competitive pay practices. Any variations in compensation among our executive officers reflect differences in these factors.

The Compensation Committee used the following tools in determining senior executive officers' base salary, annual incentive cash targets, and equity awards:

Competitive Peer Group Survey; Internal Pay Equity Review; Tally Sheets;	Management Recommendations; and Annual Performance Reviews.
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During the Committee's first quarter meeting, the Compensation Committee approves target total direct compensation for the upcoming year, which is comprised of:

In February 2011, the Compensation Committee reviewed the Company's and the named executive officers' performance for fiscal year 2010. After considering various data and input provided by management, the Compensation Committee then determined the Company's Corporate Performance Factor, annual incentive bonus and equity awards for the named executive officers. At the same meeting, the Compensation Committee approved base salaries, target annual incentive cash baselines and equity targets for the named executive officers for fiscal 2011.

Compensation Consultant

The Compensation Committee has the authority to retain and terminate independent, third-party compensation consultants and to obtain independent advice and assistance from internal and external legal, accounting and other advisors. The Chair of the Compensation Committee reports the Committee's actions and recommendations of the previous quarter to the full Board at the next regularly scheduled Board meeting.

In 2010, the Compensation Committee retained Semler Brossy Consulting Group, LLC as its independent compensation consultant. Semler Brossy Consulting Group provided an additional objective perspective as to the reasonableness of our executive compensation programs and practices and their effectiveness in supporting our business and compensation objectives. As discussed below under *Peer Competitive Group Survey* *Market Assessment*, Semler Brossy Consulting Group provided the Company with compensation data during the fourth quarter of 2009 from the companies in the competitor peer group. The Company used this data to develop its recommendations to the Compensation Committee for 2011 compensation levels. Semler Brossy Consulting Group also provided suggestions on the design of the annual bonus and long-term incentive plans that were used in 2010 including the performance measures and weighting, the factors for the Committee to review when determining whether to apply discretion, and the general range of discretion to apply. Semler Brossy Consulting Group did not perform any separate additional services for management.

Competitive Peer Group Survey* *Market Assessment

The Compensation Committee reviewed a report on the Company's compensation programs for senior executive officers which incorporated data provided by the Semler Brossy Consulting Group. Semler Brossy Consulting Group

collected compensation data during the fourth quarter of 2009 from

Table of Contents

the companies in our competitor peer group. The report compared our executive compensation program to peer companies on base salary, target annual bonus, target equity and total direct compensation.

Our competitor peer group consists of the following twelve companies:

Airtran Holdings, Inc.	Delta Air Lines, Inc.	Skywest, Inc.
Alaska Air Group	Hawaiian Holdings	Southwest Airlines Co.
AMR Corporation	Pinnacle Airlines Corp.	UAL Corp.
Continental Airlines, Inc.	Republic Airways Holdings Inc.	US Airways Group

These companies were selected because, like JetBlue, they are airline companies with significant revenue (generally, but not all, over \$1 billion) and with significant operations employing a large number of individuals and aircraft in our competing markets. We believe this comparator group provides a good basis for assessment of our compensation programs.

While the Compensation Committee uses the competitive data as a reference point, it is not, and was not in 2010, the sole determining factor in executive compensation decisions. The data is used primarily to ensure that our executive compensation program as a whole is peer competitive when the Company achieves targeted performance levels. We generally seek to provide total direct compensation opportunities, which include salary, annual bonus and long-term incentives, between the 25th and 40th percentile of the peer group's total direct compensation. While we do not establish a specific market percentile ranking for the individual compensation element that comprise total direct compensation, we review each element to ensure it is reasonable relative to our peer group. We believe this market positioning allows us to maintain our competitive cost advantage versus our peer group. We also believe that this market positioning recognizes that some of the peer competitors are significantly larger than we are and yet we compete for the same talent pool. Consistent with our compensation objectives discussed above, we incorporate flexibility into our compensation programs and in the executive assessment process to respond to, and adjust for, changes in the business and economic environment and individual accomplishments, performance and circumstances. Compensation of each of our named executive officers in fiscal 2010 fell within the 25 and 40th percentile of the peer group's total direct compensation.

Tally Sheets

The Compensation Committee uses tally sheets as a reference to ensure committee members understand the total compensation being delivered to executives each year and over a multi-year period. A tally sheet is a listing that adds up the various components of a senior executive officer's compensation package. When making executive compensation decisions, the Compensation Committee reviews tally sheets for each senior executive officer. Tally sheets provide the following for each senior executive officer: targeted value of base pay, annual incentive bonus and equity award grants for the current year and each of the past 5 years; actual realized value for each of the past several years (the sum of cash received, gains realized from equity awards, and the value of perquisites and other benefits); the amount of unrealized value from prior equity award grants (i.e., unvested restricted stock units and unvested or outstanding stock options); and the amount the executive could realize from the acceleration of equity award vesting upon a change in control or any severance arrangement. Tally sheets also enable the Compensation Committee to validate its strategy of paying executive compensation in the form of equity by showing amounts realized and unrealized by executives from prior equity grants.

Internal Pay Equity Review

Because of our team-based approach to executive officer compensation, the Company carefully considers the relative compensation levels among all members of the executive team for internal pay equity. Accordingly, the Company's executive compensation program is designed to be internally consistent and equitable in order to further the Company's success. In the future, we may have

Table of Contents

differences in the amounts awarded to each of the senior executive officers, including the named executive officers, due to the specific officer's experience, responsibilities and performance.

Performance Evaluation Chief Executive Officer

Our Board of Directors evaluates Mr. Barger, our President and Chief Executive Officer, on an annual basis. Mr. Barger recuses himself from Board discussions relating to evaluations of his performance. The Board's evaluation includes both objective and subjective criteria of the Chief Executive Officer's performance, which include JetBlue's financial performance, JetBlue's performance with respect to our long-term strategic objectives and the development of our senior management team. Prior to the Board's evaluation, the Compensation Committee evaluates Mr. Barger's compensation. The Compensation Committee uses the competitive market data discussed above to set total direct compensation for the Chief Executive Officer. The Compensation Committee conducts a performance review without Mr. Barger's participation and provides its recommendations to the full Board.

Performance Evaluations Named Executive Officers (Other Than the Chief Executive Officer)

The Compensation Committee, together with our Chief Executive Officer, evaluates the performance of the remaining named executive officers. Mr. Barger provides a performance assessment and compensation recommendation to the Compensation Committee for the remaining named executive officers within an overall team performance framework. The performance evaluation may be based on factors such as achievement of the company objectives and performance; leadership and talent development; individual business area responsibilities; and performance as an executive team member and overall executive team performance.

The Compensation Committee also reviews total direct compensation data from the competitive market data, with respect to the other senior executive officers. The Compensation Committee makes final determinations regarding the other named executive officers' total compensation.

Comparison of 2009 and 2010 Direct Compensation to Named Executive Officers

The supplemental compensation table below shows how the Committee assessed total direct compensation for our executive officers in 2010 and 2009. It is consistent with the Committee's analysis of information presented to it in tally sheets (see Compensation Practices and Procedures Use of Tally Sheets) and the Committee's evaluation of our performance relative to established performance targets. The Committee approves restricted stock units awards when financial results for the previous year are finalized, which occurs early in the following year. According to SEC rules, backward-looking awards of restricted stock units are shown in the 2010 Summary Compensation Table below as compensation in the year that the awards are made, even if those awards are based on the prior year's performance. Accordingly, restricted stock that we granted in 2011 based on our performance in 2010 will not be included as compensation in the 2010 Summary Compensation Table. Instead, restricted stock that was granted in February 2010 based on our performance in 2009 is shown as compensation received by our executive officers in 2010.

Table of Contents

The supplemental compensation table is not intended to be a substitute for the 2010 Summary Compensation Table. The primary difference between this supplemental compensation table and the 2010 Summary Compensation Table is that the supplemental compensation table includes grants of restricted stock units in the performance year to which they relate.

Name and Principal Position	Year	Salary (\$)(1)	Restricted	Non-Equity	All Other	Total (\$)
			Stock Awards(\$)(2)	Incentive Plan Compensation(\$)(3)		
Dave Barger President and CEO	2010	600,000	750,000	300,000	13,768	1,663,768
	2009	600,000	312,250	375,000	13,463	1,292,380
Ed Barnes EVP and Chief Financial Officer	2010	400,000	350,000	200,000	17,019	954,724
	2009	350,000	281,250	218,750	12,790	862,790
Robin Hayes EVP and Chief Commercial Officer	2010	400,000	350,000	200,000	15,807	965,807
	2009	400,000	281,250	250,000	12,670	943,920
Jim Hnat EVP, General Counsel, Corporate Secretary	2010	400,000	350,000	200,000	3,060	944,727
	2009	350,000	281,250	218,750	324	855,201
Rob Maruster EVP and Chief Operating Officer	2010	400,000	350,000	200,000	12,574	954,241
	2009	328,000	281,250	211,447	12,504	833,118

(1) This column shows annualized salary for the year indicated.

(2) This column shows the aggregate grant date fair value of awards of restricted stock for the performance year indicated, calculated in accordance with accounting guidance.

(3) This column shows the cash bonuses paid for the performance year indicated.

(4) Represents Company 401(k) matching contributions under the JetBlue Airways Profit Sharing Retirement Plan, in which all of our employees are eligible to participate, as well as life insurance premiums and, for Mr. Hayes and Mr. Hnat, executive physical expenses.

Base Salary

Mr. Barger receives an annual salary of \$600,000 and, following an increase approved by the Compensation Committee in the beginning of 2010 to the salaries of Mr. Barnes, Mr. Hnat and Mr. Maruster, all other named executive officers are paid an annual salary of \$400,000. The salary increases for Messrs. Barnes, Hnat and Maruster were approved in light of these named executive officers' accomplishments and contributions to the Company's

performance results in 2009, to align the executive leadership team salary structure and consistent with the Company's compensation objectives and to ensure that their compensation levels are consistent with compensation levels for comparable positions at our peer companies. Since Mr. Hayes was already receiving a salary of \$400,000, he received no increase in 2010. Despite positive performance results last year, the Company remains cautious in light of the current macroeconomic environment and no salary adjustments were made in the annual salary review at the beginning of 2011.

Annual Incentive and Equity Compensation

The Company's annual incentive targets and equity targets are payable according to the Company's achievement of its annual performance metrics. To measure our 2010 performance, we established performance targets for each one of five equally weighted (20%) targets: Crewmember Net Promoter Score (NPS), Customer NPS, Operating Margin, Free Cash Flow and Ex-Fuel CASM (cost per available seat mile). NPS is a brand loyalty analysis. These measures were logical outgrowths of our internal strategy map analysis. The Compensation Committee retains discretion to exercise its

Table of Contents

judgment upwards or downwards based on qualitative factors, including, for example, operating and financial performance versus our peer group and versus the market, variances in fuel costs from the assumptions in the budget, and our long-term strategic plan development.

We used our performance assessment framework to evaluate our results on each goal and then perform a collective assessment across all goals to determine a corporate performance factor, which is then applied to our annual incentive bonus and equity awards. For 2010, the corporate performance factor was determined as follows:

Measure	Target	Performance
Crewmember NPS	55	43
Customer NPS	70	62.8
Ex Fuel CASM	4%	5.9%
Op Margin	8.3%	8.8%
Free Cash Flow	\$ 46MM	\$ 225MM

Our NPS performance was under target in 2010, due in part to challenges associated with the customer service system transition and the impact of a significant weather event at the end of December, which put additional strain on our crewmembers at peak holiday travel season, while simultaneously limiting our ability to reaccommodate our customers due to already high load factors. This resulted in a corporate performance factor between Under and Met target. However, in 2010, after evaluating the Company's performance, the Compensation Committee chose to exercise its discretion to approve a Met target payout. In making this determination, the Compensation Committee considered the Company's positive performance results measured on the basis of the following performance metrics not included in the calculation of the corporate performance factor: pretax income, record 2010 operating revenues, a sixth J.D. Power and Associates best low cost carrier award, our milestone achievement in connection with the extremely successful and significant infrastructure conversion to our new customer service system and successful management of the JFK bay runway closure, and the Company's performance against the changing industry landscape. The Compensation Committee concluded the Company performed exceptionally well in light of the challenging economic conditions and that, in light of the Company's positive performance results measured on the basis of the above factors and the named executive officers' individual contributions to the Company's performance, a discretionary adjustment of payouts to Met target was appropriate. The discretionary portion of each named executive officer's payout is reported in the Bonus column of the Summary Compensation Table.

As a result of our emphasis on pay-for-performance, each named executive officer's potential variable compensation of cash bonus and restricted stock represents a significant percentage of his total annual compensation. In 2010, the percentage of total target compensation (defined as annual base salary, target cash bonus opportunity and target restricted stock unit opportunity) represented by the target cash bonus and restricted stock opportunities was approximately 64% for each of Mr. Barger, Mr. Barnes, Mr. Hayes, Mr. Hnat and Mr. Maruster.

Post-Employment and Other Benefits

We offer a very limited amount of perquisites and other personal benefits to our named executive officers. The Compensation Committee believes that these perquisites are reasonable and consistent with prevailing market practice and the Company's overall compensation program. Perquisites are not a material part of our compensation program. The Compensation Committee periodically reviews the levels of perquisites and other personal benefits provided to our named executive officers. See Summary Compensation Table All Other Compensation.

To promote retention and recruiting, we also offer limited arrangements that provide certain post-employment benefits in order to alleviate concerns that may arise in the event of a crewmember's separation from service with us and enable crewmembers to focus on Company duties while employed

Table of Contents

by us. These post-employment severance benefits are provided through our Executive Change in Control Severance Plan (the Executive Plan) and Amended and Restated 2002 Stock Incentive Plan, as applicable. Our Executive Plan is intended to insure stability within the Company during a period of uncertainty resulting from the possibility of a change in control of the Company by providing incentives for certain designated crewmembers, including our named executive officers, to remain in our employ. See Agreements Governing Termination, Agreements Governing a Change in Control, Potential Payments Upon Termination or Change in Control below.

2010 Annual Incentive Bonuses

We structure annual incentive bonuses, which are payable in cash, to reward executive officers and members of leadership throughout the organization to the manager level for attaining annual corporate performance targets. The annual incentive target for the named executive officers is 50% of base salary. The named executive officers maximum bonus is two times their target bonus, or 100% of salary. For 2010, bonus payments to the named executive officers were calculated at 50% of base salary, due to the Met target assessment of our corporate performance.

2010 Equity Awards

We grant equity in the form of restricted stock units in connection with our annual performance review, and upon hire or promotion. All restricted stock unit grants are subject to time-based vesting requirements. Each year before the beginning of a new year, the Compensation Committee approves equity grant dates for the upcoming year. All equity awards are made only on one of the approved grant dates and the Compensation Committee approves the grants to be awarded on the scheduled grant date. Newly hired or promoted crewmembers receive their awards on the next scheduled grant date following their date of hire or date of promotion. All of the restricted stock unit awards vest over three years and are subject to forfeiture to the extent a crewmember leaves the Company before his or her restricted stock units are fully vested. Our plan provides for automatic share withholding to cover any tax liability when restricted stock units vest.

Our equity ranges for 2010 performance are as follows:

	CEO	Other NEOs
Threshold	\$ 375,000	\$ 175,000
Target	\$ 750,000	\$ 350,000
Maximum	\$ 1,500,000	\$ 700,000

The Compensation Committee, in consultation with the Board of Directors, reviewed Mr. Barger's performance and leadership in 2010, the Company's overall performance in a challenging environment for the airline industry and awarded Mr. Barger an equity grant, issued on February 16, 2011, with a fair market value of \$750,000 due to the same Met Target determination applied to our short term incentive compensation awards. Similarly, our other named executive officers were awarded equity grants on February 16, 2011 with a fair market value of \$350,000 due to the Met target assessment discussed above. We believe this approach was consistent with our pay for performance and team-driven awards philosophy where we link our corporate results to each named executive officer's compensation. These restricted stock units vest over three years and are at risk of forfeiture should the officer leave the Company before the awards are fully vested.

2011 Compensation Program Changes

In February 2011 (for potential payout in February 2012), Mr. Barger's equity target was modified to a potential target of \$1,250,000 in restricted stock units valued as of the grant date. The Compensation Committee modified Mr. Barger's equity target opportunity to move Mr. Barger's total direct compensation into the middle of the intended positioning of 25th-40th percentile range (while also increasing his at risk compensation).

Table of Contents

No other changes were made to the compensation program for the named executive officers.

Tax and Accounting Impact

Section 162(m) of the Internal Revenue Code of 1986, as amended, or the Code, generally disallows a tax deduction to public companies for compensation in excess of \$1,000,000 paid to each of our Chief Executive Officer and our next four most highly paid executive officers (other than our Chief Financial Officer). Qualifying performance-based compensation is not subject to this deduction limitation if certain requirements are met. At present, restricted stock units and stock option grants under our Amended and Restated 2002 Stock Incentive Plan do not qualify as performance-based compensation and amounts payable on the vesting of those awards may not be fully deductible. We periodically review the potential consequences of Section 162(m) with respect to compensatory elements. In the future, we may authorize other compensation payments to our named executive officers that do not comply with the exemptions in Section 162(m) if we judge that such payments are appropriate and in the best interests of our stockholders, after taking into consideration changing business conditions and/or any individual executive's particular circumstances. This approach is consistent with our general compensation policy to remain flexible in order to address business and/or financial challenges as they may arise.

Other provisions of the Code can also affect compensation decisions. Under Sections 280G and 4999 of the Code, a 20% excise tax is imposed upon certain individuals who receive payments upon a change in control if the payments received by them equal or exceed an amount approximating three times their average annual compensation. The excise tax is imposed on all such payments exceeding one time an individual's average annual compensation. A company will also lose its tax deduction for such excess parachute payments. As discussed under Payments upon a Change in Control-Executive Change in Control Plan, below, our executive change in control plan provides for tax gross-up payments to cover the cost of this excise tax.

COMPENSATION COMMITTEE REPORT

The Compensation Committee has reviewed and discussed the Compensation Discussion and Analysis section with our management. Based on such review and discussion, the Compensation Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this proxy statement and incorporated by reference in the Company's annual report on Form 10-K for the fiscal year ended December 31, 2010.

The Compensation Committee of JetBlue:

David Checketts

Stanley McChrystal

Joel Peterson

Ann Rhoades (Chair)

Table of Contents**SUMMARY COMPENSATION TABLE**

The following table provides certain information concerning the compensation for services rendered to us during the years ended December 31, 2010, 2009 and 2008 by (i) each person serving as a principal executive officer during the year ended December 31, 2010, (ii) each person serving as a principal financial officer during the year ended December 31, 2010 and (iii) each of the three other most highly-compensated individuals who were serving as executive officers as of December 31, 2010 (collectively, the named executive officers):

Name and Principal Position(a)	Year(b)	Salary (\$)(c)	Bonus (\$)(1)(d)	Stock Awards (\$)(2)(e)	Non-Equity Incentive Plan Compensation (\$)(3)(g)	All Other Compensation (\$)(4)(i)	Total (\$)(j)
David Barger Chief Executive Officer and President	2010	600,000	33,000	312,249	267,000	13,768	1,226,017
	2009	591,667		499,992	375,000	13,463	1,480,122
	2008	375,000		250,000	250,000	12,708	887,708
Edward Barnes Executive Vice President and Chief Financial Officer	2010	391,667	22,000	281,247	178,000	17,019	889,933
	2009	350,000		249,997	218,750	12,790	831,537
	2008	345,152	30,000	374,988	172,060	9,124	931,324
Robin Hayes Executive Vice President and Chief Commercial Officer	2010	400,000	22,000	406,246	178,000	15,807	1,022,053
	2009	400,000		249,997	250,000	12,670	912,667
	2008	157,436	200,000	399,994	200,000	1,286	958,716
James Hnat Executive Vice President and General Counsel	2010	391,667	22,000	281,247	178,000	3,060	875,974
	2009	350,000		249,997	218,750	324	819,071
	2008	345,833		250,000	175,000	270	771,103
Robert Maruster Executive Vice President and Chief Operating Officer	2010	391,667	22,000	281,247	178,000	12,574	885,488
	2009	327,917		312,487	211,447	12,504	864,355
	2008	285,000	152,000	187,496	142,500	72,157	839,153

(1) Compensation reported under this column consists of signing bonuses and spot bonuses. Annual performance-based bonuses are reported above under the Non-Equity Incentive Plan Compensation column. Amounts reported for fiscal 2010 represent discretionary adjustments of the non-equity incentive plan payouts for

each named executive officer in excess of the target. See Compensation Discussion and Analysis Summary of Fiscal Year 2010 Executive Compensation Decisions Annual Incentive and Equity Compensation and Bonuses above.

- (2) Reflects the grant date fair value of the restricted stock units based on JetBlue's stock price on the grant date computed in accordance with FASB ASC Topic 718 for the fair value of restricted stock units representing the rights to receive shares of JetBlue common stock upon vesting under our Amended and Restated 2002 Stock Incentive Plan, as granted in 2010. Please refer to Note 7 to our consolidated financial statements in our Annual Report on Form 10-K for the year ended December 31, 2010, as filed with the SEC, for further discussion related to the assumptions used in our valuation as well as the disclosure of the accounting expense recognized. For information on the valuation assumptions with respect to grants made prior to 2010, please refer to the notes to

Table of Contents

our financial statements in our applicable Annual Report on Form 10-K. See the Grants of Plan-Based Awards table below for further information on restricted stock units granted in 2010.

- (3) Represents incentive bonus earned in 2010, 2009 and 2008, based upon our and each named executive officer's achievement of certain specified annual performance targets. The amounts earned in 2010 were paid on February 18, 2011, the amounts earned in 2009 were paid on February 20, 2010 and the amounts earned in 2008 were paid on February 20, 2009. See Compensation Discussion and Analysis Annual Incentive Bonuses above.
- (4) Represents Company 401(k) matching contributions under the JetBlue Airways Profit Sharing Retirement Plan in which all of our employees are eligible to participate, as well as life insurance premiums and, for Mr. Barnes in 2008 and for Mr. Hayes and Mr. Hnat in 2010, the cost of an executive physical. The 401(k) matching contribution for each of Mr. Barger, Mr. Barnes, Mr. Hayes and Mr. Maruster was \$12,250. The amount for Mr. Hayes also includes reimbursement of moving expenses.

GRANTS OF PLAN-BASED AWARDS

The following table sets forth certain information, as of December 31, 2010, concerning individual grants of equity and non-equity plan-based awards made to the named executive officers during the fiscal year ended December 31, 2010.

Name(a)	Grant Date(b)	Estimated Future Payouts under Non-Equity Incentive Plan Awards			All Other Stock Awards: Number of Shares of Stock or Units (#)(3)(i)	Grant Date Fair Value of Stock and Option Awards (\$)(4)(l)
		Threshold (\$)(1)(c)	Target (\$)(1)(2)(d)	Maximum (\$)(1)(e)		
David Barger	2/18/2010		300,000	600,000	59,363	312,249
Edward Barnes	2/18/2010		200,000	400,000	53,469	281,247
Robin Hayes	2/18/2010		200,000	400,000	77,233	406,246
James Hnat	2/18/2010		200,000	400,000	53,469	281,247
Robert Maruster	2/18/2010		200,000	400,000	53,469	281,247

- (1) The threshold column reflects the minimum award that would have been granted had we achieved none of our performance targets for 2010. The target column reflects the award granted if we were to achieve 50% of our 2010 performance targets (see Compensation Discussion and Analysis Annual Incentive Bonuses above). The maximum column reflects awards that would have been payable for our 2010 performance had we achieved all of our performance targets for the year.

- (2) This column shows the value of the non-equity incentive plan payout for each named executive officer for 2010, given our performance during the year. The payouts are based on performance goals established in 2010 and are therefore completely at risk. The business measurements and performance goals for determining the payout are described in Compensation Discussion and Analysis Annual Incentive Bonuses above.
- (3) Granted under our Amended and Restated 2002 Stock Incentive Plan. Subject to the named executive officers continued employment, these equity awards vest in a series of three equal annual installments commencing on the first anniversary of the grant date, subject to immediate vesting upon certain changes in control.
- (4) Represents total grant date fair value of restricted stock units as determined in accordance with FASB ASC Topic 718. Please refer to Note 7 to our consolidated financial statements in our 2010

Table of Contents

annual report for further discussion related to the assumptions used in our valuations of restricted stock units.

On February 11, 2008, we entered into an employment agreement with David Barger, our Chief Executive Officer, which was amended in 2009 and again in 2010. As amended, the agreement has a term through February 11, 2015 and provides for an annual salary, effective as of February 1, 2009, of \$600,000. The agreement provides that Mr. Barger is eligible to receive an annual incentive bonus at a target of 50% and a maximum of 100% of his base salary; a restricted stock unit award with a minimum target at a fair market value of \$250,000, with a then minimum award of \$0 and a maximum award of \$500,000 (the maximum award is aimed at 2 times his salary, adjusted over time), depending on his performance against targets as set and reviewed by the Compensation Committee; as well as participation in the Company's benefit plans available to its executive officers. (Mr. Barger received a supplemental grant of restricted stock units with a grant date fair value of \$250,000 when his employment agreement was amended.) The agreement may be terminated for Cause (as defined below under Potential Payments upon Termination or Change In Control), or if he were to resign from the Company. See Agreements Governing Termination. As noted above, in the Compensation Discussion and Analysis 2011 Compensation Program Changes, Mr. Barger's equity target for 2011 was modified to a potential target of \$1,250,000 in restricted stock units valued as of the grant date.

None of Mr. Barnes, Mr. Hayes, Mr. Hnat or Mr. Maruster have employment agreements with the Company.

Table of Contents**OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END**

The following table sets forth information concerning all outstanding equity awards for each named executive officer at December 31, 2010.

Name(a)	Grant Date	Option Awards			Stock Awards		
		Number of Securities Underlying Unexercised Options (#) Exercisable (b)(1)	Number of Securities Underlying Exercised Options (#) (c)(1)	Option Price (\$) (e)	Option Expiration Date (f)	Number of Shares or Units of Stock That Have Not Vested (#) (g)	Market Value of Shares or Units of Stock That Have Not Vested (\$) (h)(2)
David Barger	2/8/2002	16,707		4.00	2/8/2012		
	3/26/2004	27,000		15.80	3/26/2014		
	9/1/2004	135,000		15.82	9/1/2014		
	5/18/2005	27,000		14.75	5/18/2015		
	5/18/2006	18,000		10.62	5/18/2016		
	2/14/2008					13,124	86,750
	2/19/2009					36,792	243,195
	8/20/2009					31,806	210,238
	2/18/2010					59,363	392,389
	Edward Barnes	11/15/2006	9,000		15.27	11/15/2016	
11/14/2007		13,500		7.79	11/14/2017		
2/14/2008						9,843	65,062
5/22/2008						14,045	92,837
2/19/2009						36,792	243,195
2/18/2010						53,469	353,430
Robin Hayes	11/13/2008					23,109	152,750
	2/19/2009					36,792	243,195
	2/18/2010					77,233	510,510
James Hnat	7/20/2001	3,375		1.707	7/20/2011		
	2/10/2003	20,250		11.527	2/10/2013		
	3/26/2004	9,000		15.800	3/26/2014		
	5/18/2005	9,000		14.753	5/18/2015		
	5/18/2006	13,500		10.615	5/18/2016		
	5/16/2007	27,000		10.680	5/16/2017		
	2/14/2008					13,124	86,750
	2/19/2009					36,792	243,195
	2/18/2010					53,469	353,430

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Robert Maruster	8/17/2005	45,000	12.913	8/17/2015		
	5/18/2006	13,500	10.615	5/18/2016		
	5/16/2007	13,500	10.680	5/16/2017		
	2/14/2008				9,843	65,062
	2/19/2009				27,594	182,396
	8/20/2009				15,903	105,119
	2/18/2010				53,469	353,430

(1) Please refer to the table below for the applicable vesting schedules of outstanding option awards.

Table of Contents

Grant Date	Option Expiration Date	Vesting Schedule
7/20/2001	7/20/2011	20% in five equal annual installments beginning on June 28, 2002
2/8/2002	2/8/2012	20% in five equal annual installments beginning on February 8, 2003
2/10/2003	2/10/2013	20% in five equal annual installments beginning on February 1, 2004
3/26/2004	3/26/2014	One-third in three equal annual installments beginning on (1) August 17, 2004 for Mr. Barger and (2) March 26, 2005 for Mr. Hnat.
9/1/2004	9/1/2014	20% in five equal annual installments beginning on August 24, 2004
5/18/2005	5/18/2015	One-third in three equal annual installments, beginning on May 18, 2006.
8/17/2005	8/17/2015	Initially, 20% in five equal annual installments beginning on July 30, 2006; however, Mr. Maruster's outstanding options were accelerated on December 9, 2005 as part of a Company-wide option acceleration prior to the effective date of SFAS 123(R). Mr. Maruster was not a named executive officer at the time of the acceleration; such officers' options were not accelerated.
5/18/2006	5/18/2016	One-third in three equal annual installments beginning on May 18, 2007
11/15/2006	11/15/2016	One-third in three equal annual installments beginning on November 15, 2007
5/16/2007	5/18/2016	One-third in three equal annual installments beginning on May 16, 2008
11/14/2007	11/14/2017	One-third in three equal annual installments beginning on November 14, 2008
2/14/2008		One-third in three equal annual installments beginning on February 14, 2009
5/22/2008		One-third in three equal annual installments beginning on May 22, 2009
11/13/2008		One-third in three equal annual installments beginning on November 13, 2009
2/19/2009		One-third in three equal annual installments beginning on February 19, 2010
8/20/2009		One-third in three equal annual installments beginning on August 20, 2010
2/18/2010		One-third in three equal annual installments beginning on February 18, 2011

(2) The value of these awards was calculated by using a share price of \$6.61, the closing price of JetBlue's common stock on December 31, 2010 multiplied by the number of shares of stock subject to the award.

OPTION EXERCISES AND STOCK VESTED

Name(a)	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise (#)(b)	Value Realized on Exercise (\$)(c)	Number of Shares Acquired on Vesting (#)(d)	Value Realized on Vesting (\$)(e)
David Barger			47,421	258,462

Edward Barnes	42,281	229,143
Robin Hayes	41,502	256,692
James Hnat	31,518	167,179
Robert Maruster	31,588	171,015

Potential Payments upon Termination or Change In Control

Each of our named executive officers may receive various payments if his employment is terminated, depending on the grounds for the termination. Employment may be terminated in various ways, including the following:

Voluntary termination of employment by the named executive officer (with or without good reason);

Retirement (normal or early);

Termination of employment by the Company (with or without cause);

Termination in the event of the disability or death of the named executive officer; and