

JETBLUE AIRWAYS CORP  
 Form 4  
 May 20, 2005

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**QUANTUM INDUSTRIAL PARTNERS LDC ET AL**

(Last) (First) (Middle)

**KAYA FLAMBOYAN  
 9, WILLEMSTAD, CURACAO**

(Street)

**NETHERLANDS ANTILLES,**

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
 (Month/Day/Year)  
**05/18/2005**

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director  10% Owner  
 \_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 \_\_\_\_ Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |     |       |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
|                                 |                                      |  |                                | (A) or (D)  | Code  | V  | Amount                            | (D) | Price |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction of Derivative | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities |
|------------------------|---------------|--------------------------------------|-------------------------------|------------------------------|-------------------------|---|--|
|------------------------|---------------|--------------------------------------|-------------------------------|------------------------------|-------------------------|---|--|

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| Security (Instr. 3)                             | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8)  | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) |                  |                 |              |                            |
|---|--|----------------------|------------------|---|------------------|------------------|------------------|-----------------|--------------|----------------------------|
|   |  |                      | Code             | V   | (A)              | (D)              | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares |
| Options to Purchase Common Stock (right to buy) | \$ 22.125                                | 05/18/2005           | J <sup>(1)</sup> |   | 9,000            |                  | 05/18/2005       | 05/18/2015      | Common Stock | 9,000                      |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| QUANTUM INDUSTRIAL PARTNERS LDC ET AL<br>KAYA FLAMBOYAN 9<br>WILLEMSTAD, CURACAO<br>NETHERLANDS ANTILLES |               | X         |         |       |
| QIH MANAGEMENT INVESTOR LP<br>888 SEVENTH AVENUE<br>33RD FLOOR<br>NEW YORK, NY 10106                     |               | X         |         |       |
| QIH MANAGEMENT LLC<br>888 SEVENTH AVENUE<br>33RD FLOOR<br>NEW YORK, NY 10106                             |               | X         |         |       |
| SOROS FUND MANAGEMENT LLC<br>888 SEVENTH AVENUE<br>33RD FLOOR<br>NEW YORK, NY 10106                      |               | X         |         |       |

## Signatures

Richard D. Holahan, Jr., as Attorney-in-Fact for Quantum Industrial Partners LDC 05/20/2005

\_\_Signature of Reporting Person

Date

Richard D. Holahan, Jr., as Assistant General Counsel of Soros Fund Management LLC, which is the Managing Member of QIH Management LLC, which is the General Partner of QIH Management Investor, L.P. 05/20/2005

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| <u>    </u> **Signature of Reporting Person   | Date       |
|---|------------|
| Richard D. Holahan, Jr., as Assistant General Counsel of Soros Fund Management LLC,<br>which is the Managing Member of QIH Management LLC | 05/20/2005 |
| <u>    </u> **Signature of Reporting Person   | Date       |
| Richard D. Holahan, Jr., as Assistant General Counsel of Soros Fund Management LLC  | 05/20/2005 |
| <u>    </u> **Signature of Reporting Person   | Date       |

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
  - \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Represents director options to purchase 9,000 shares of common stock issued to a director that serves as an advisor to QIP (as defined below).
- (2) These options are held for the benefit of Quantum Industrial Partners LDC, an exempted limited duration company formed under the laws of the Cayman Islands ("QIP"). QIH Management Investor, L.P., an investment advisory firm organized as a Delaware limited partnership ("QIHMI"), is a minority shareholder of, and is vested with investment discretion with respect to portfolio assets held for the account of, QIP. The sole general partner of QIHMI is QIH Management LLC, a Delaware limited liability company ("QIH Management"). Soros Fund Management LLC, a Delaware limited liability company ("SFM"), is the sole managing member of QIH Management.

### Remarks:

The filing of this statement shall not be deemed an admission that any of the Reporting Persons is the beneficial owner of any

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

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