

Gregory Philip D
 Form 4
 February 07, 2019

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 *
 Gregory Philip D

(Last) (First) (Middle)
 C/O BLUEBIRD BIO, INC., 60
 BINNEY STREET
 (Street)

CAMBRIDGE, MA 02142

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/05/2019

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 Chief Scientific Officer

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

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	02/05/2019		M		600 A \$ 50.51	34,192	D
Common Stock	02/05/2019		M		700 A \$ 75.6	34,892	D
Common Stock	02/05/2019		S ⁽¹⁾		600 D \$ 136.5133	34,292	D
Common Stock	02/05/2019		S ⁽¹⁾		500 D \$ 137.718	33,792	D
Common Stock	02/05/2019		S ⁽¹⁾		700 D \$ 139.4514	33,092	D

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(4)

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

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price or Amount of Securities (Instr. 3 and 4)
Stock Option (right to buy)	\$ 50.51	02/05/2019		M	600	<u>(5)</u> 03/01/2026	Common Stock 600	\$
Stock Option (right to buy)	\$ 75.6	02/05/2019		M	700	<u>(6)</u> 02/01/2027	Common Stock 700	\$

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gregory Philip D C/O BLUEBIRD BIO, INC. 60 BINNEY STREET CAMBRIDGE, MA 02142			Chief Scientific Officer	

Signatures

/s/ Jason F. Cole, 02/07/2019
Attorney-in-Fact

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The sales reported in this Form 4 were effected pursuant to a 10b5-1 trading plan adopted by the reporting person on July 2, 2018.

The range in prices for the transaction reported on this line was \$136.30 to \$136.98. The average weighted price was \$136.5133. The

(2) reporting person will provide, upon request by the SEC, the issuer or security holder of the issuer, full information regarding the number of shares sold at each separate price.

The range in prices for the transaction reported on this line was \$137.55 to \$138.37. The average weighted price was \$137.718. The

(3) reporting person will provide, upon request by the SEC, the issuer or security holder of the issuer, full information regarding the number of shares sold at each separate price.

The range in prices for the transaction reported on this line was \$138.89 to \$139.68. The average weighted price was \$139.4514. The

(4) reporting person will provide, upon request by the SEC, the issuer or security holder of the issuer, full information regarding the number of shares sold at each separate price.

(5) This option vests over a four-year period, at a rate of twenty-five percent (25%) on January 4, 2017 and in 36 equal monthly installments thereafter.

(6) This option vests over a four-year period, at a rate of twenty-five percent (25%) on January 4, 2018 and in 36 equal monthly installments thereafter.

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

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