

bluebird bio, Inc.
Form 4
August 11, 2015

FORM 4

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

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
LYNCH DANIEL

(Last) (First) (Middle)

**C/O BLUEBIRD BIO, INC., 150
SECOND STREET**

(Street)

CAMBRIDGE, MA 02141

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
08/07/2015

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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) Code V Amount Price | | | |
| Common Stock | 08/07/2015 | | M | 29,500 A \$ 2.0864 | 29,500 | D | |
| Common Stock | 08/07/2015 | | S ⁽¹⁾ | 79 D \$ 130.56 ₍₂₎ | 29,421 | D | |
| Common Stock | 08/07/2015 | | S ⁽¹⁾ | 286 D \$ 131.12 ₍₃₎ | 29,135 | D | |
| Common Stock | 08/07/2015 | | S ⁽¹⁾ | 2,286 D \$ 132.29 ₍₄₎ | 26,849 | D | |
| Common Stock | 08/07/2015 | | S ⁽¹⁾ | 414 D \$ 133.08 ₍₅₎ | 26,435 | D | |

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| | | | | | | | |
|--------------|------------|------------------------|-------|---|-------------------------------|--------|---|
| Common Stock | 08/07/2015 | <u>S⁽¹⁾</u> | 332 | D | \$ 134.1984 <u>(6)</u> | 26,103 | D |
| Common Stock | 08/07/2015 | <u>S⁽¹⁾</u> | 3,353 | D | \$ 135.4 <u>(7)</u> | 22,750 | D |
| Common Stock | 08/07/2015 | <u>S⁽¹⁾</u> | 3,642 | D | \$ 136.33 <u>(8)</u> | 19,108 | D |
| Common Stock | 08/07/2015 | <u>S⁽¹⁾</u> | 3,968 | D | \$ 140.2458 <u>(9)</u> | 15,140 | D |
| Common Stock | 08/07/2015 | <u>S⁽¹⁾</u> | 4,112 | D | \$ 141.16 <u>(10)</u> | 11,028 | D |
| Common Stock | 08/07/2015 | <u>S⁽¹⁾</u> | 1,898 | D | \$ 142.4455 <u>(11)</u> | 9,130 | D |
| Common Stock | 08/07/2015 | <u>S⁽¹⁾</u> | 3,411 | D | \$ 143.28 <u>(12)</u> | 5,719 | D |
| Common Stock | 08/07/2015 | <u>S⁽¹⁾</u> | 1,708 | D | \$ 144.47 <u>(13)</u> | 4,011 | D |
| Common Stock | 08/07/2015 | <u>S⁽¹⁾</u> | 1,277 | D | \$ 145.355 <u>(14)</u> | 2,734 | D |
| Common Stock | 08/07/2015 | <u>S⁽¹⁾</u> | 521 | D | \$ 146.9958 <u>(15)</u> | 2,213 | D |
| Common Stock | 08/07/2015 | <u>S⁽¹⁾</u> | 328 | D | \$ 148.4585 <u>(16)</u> | 1,885 | D |
| Common Stock | 08/07/2015 | <u>S⁽¹⁾</u> | 311 | D | \$ 149.308 <u>(17)</u> | 1,574 | D |
| Common Stock | 08/07/2015 | <u>S⁽¹⁾</u> | 267 | D | \$ 150.21 <u>(18)</u> | 1,307 | D |
| Common Stock | 08/07/2015 | <u>S⁽¹⁾</u> | 331 | D | \$ 151.08 <u>(19)</u> | 976 | D |
| Common Stock | 08/07/2015 | <u>S⁽¹⁾</u> | 223 | D | \$ 151.935 <u>(20)</u> | 753 | D |
| Common Stock | 08/07/2015 | <u>S⁽¹⁾</u> | 369 | D | \$ 151.95 <u>(21)</u> | 384 | D |
| Common Stock | 08/07/2015 | <u>S⁽¹⁾</u> | 21 | D | \$ 153.66 | 363 | D |
| Common Stock | 08/07/2015 | <u>S⁽¹⁾</u> | 300 | D | \$ 153.83 <u>(22)</u> | 63 | D |
| | 08/07/2015 | <u>S⁽¹⁾</u> | 63 | D | | 0 | D |

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Common Stock \$ 154.59
(23)

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

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (right to buy) | \$ 2.0864 | 08/07/2015 | | M | 29,500 | (24) 07/13/2021 | Common Stock | 29,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| LYNCH DANIEL C/O BLUEBIRD BIO, INC. 150 SECOND STREET CAMBRIDGE, MA 02141 | X | | | |

Signatures

/s/ Jason F. Cole, Attorney-in-Fact 08/11/2015

Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 25, 2015.

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- (2) The range of prices for the transaction reported on this line was \$130.54 to \$130.58. The average weighted price was \$130.56. The reporting person will provide, upon request by the SEC, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (3) The range of prices for the transaction reported on this line was \$130.72 to \$131.61. The average weighted price was \$131.12. The reporting person will provide, upon request by the SEC, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (4) The range of prices for the transaction reported on this line was \$131.85 to \$132.64. The average weighted price was \$132.29. The reporting person will provide, upon request by the SEC, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (5) The range of prices for the transaction reported on this line was \$132.66 to \$133.65. The average weighted price was \$133.08. The reporting person will provide, upon request by the SEC, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (6) The range of prices for the transaction reported on this line was \$133.74 to \$134.74. The average weighted price was \$134.1984. The reporting person will provide, upon request by the SEC, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (7) The range of prices for the transaction reported on this line was \$134.95 to \$135.91. The average weighted price was \$135.40. The reporting person will provide, upon request by the SEC, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (8) The range of prices for the transaction reported on this line was \$135.92 to \$136.92. The average weighted price was \$136.33. The reporting person will provide, upon request by the SEC, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (9) The range of prices for the transaction reported on this line was \$140.00 to \$140.79. The average weighted price was \$140.2458. The reporting person will provide, upon request by the SEC, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (10) The range of prices for the transaction reported on this line was \$140.82 to \$141.82. The average weighted price was \$141.16. The reporting person will provide, upon request by the SEC, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (11) The range of prices for the transaction reported on this line was \$141.87 to \$142.87. The average weighted price was \$142.4455. The reporting person will provide, upon request by the SEC, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (12) The range of prices for the transaction reported on this line was \$142.90 to \$143.89. The average weighted price was \$143.28. The reporting person will provide, upon request by the SEC, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (13) The range of prices for the transaction reported on this line was \$143.91 to \$144.90. The average weighted price was \$144.47. The reporting person will provide, upon request by the SEC, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (14) The range of prices for the transaction reported on this line was \$145.00 to \$146.00. The average weighted price was \$145.3550. The reporting person will provide, upon request by the SEC, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (15) The range of prices for the transaction reported on this line was \$146.16 to \$147.11. The average weighted price was \$146.9958. The reporting person will provide, upon request by the SEC, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (16) The range of prices for the transaction reported on this line was \$147.81 to \$148.59. The average weighted price was \$148.4585. The reporting person will provide, upon request by the SEC, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (17) The range of prices for the transaction reported on this line was \$149.04 to \$149.61. The average weighted price was \$149.308. The reporting person will provide, upon request by the SEC, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (18) The range of prices for the transaction reported on this line was \$150.00 to \$151.00. The average weighted price was \$150.21. The reporting person will provide, upon request by the SEC, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (19)

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The range of prices for the transaction reported on this line was \$151.00 to \$151.17. The average weighted price was \$151.08. The reporting person will provide, upon request by the SEC, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

(20) The range of prices for the transaction reported on this line was \$151.01 to \$152.01. The average weighted price was \$151.9350. The reporting person will provide, upon request by the SEC, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

(21) The range of prices for the transaction reported on this line was \$151.50 to \$152.22. The average weighted price was \$151.95. The reporting person will provide, upon request by the SEC, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

(22) The range of prices for the transaction reported on this line was \$153.50 to \$154.09. The average weighted price was \$153.83. The reporting person will provide, upon request by the SEC, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

(23) The range of prices for the transaction reported on this line was \$154.32 to \$154.75. The average weighted price was \$154.59. The reporting person will provide, upon request by the SEC, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

(24) This option vests over a four-year period in 48 equal monthly installments beginning on April 15, 2011

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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