

JETBLUE AIRWAYS CORP
 Form 4
 May 18, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
BARGER DAVE

(Last) (First) (Middle)

JETBLUE AIRWAYS CORPORATION, 27-01 QUEENS PLAZA NORTH

(Street)

LONG ISLAND CITY, NY 11101

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
05/14/2015

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)
 former CEO and former director

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

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 05/14/2015 | | M | | 4,500 A \$ 14.7533 | 875,074 | D |
| Common Stock | 05/14/2015 | | S ⁽³⁾ | | 4,500 D \$ 21.5034 | 870,574 | D |
| Common Stock | 05/14/2015 | | M | | 18,000 A \$ 10.615 | 888,574 | D |
| Common Stock | 05/14/2015 | | S ⁽⁴⁾ | | 18,000 D \$ 21.5034 | 870,574 | D |

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| | | | | | | | | |
|--------|------------|--|-------------------------|--------|------------|------------|---------|---|
| | | | | | <u>(5)</u> | | | |
| Common | | | | | \$ | | | |
| Stock | 05/15/2015 | | <u>S</u> ⁽⁶⁾ | 10,000 | D | 21.4706 | 830,544 | D |
| | | | | | | <u>(7)</u> | | |

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

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

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 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) | Amount or Number of Shares | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|-----------------|--------------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock option (right to buy) | \$ 14.7533 | 05/14/2015 | | M | | 4,500 | | <u>(1)</u> | 05/18/2015 | Common Stock | 4,500 |
| Stock option (right to buy) | \$ 10.615 | 05/14/2015 | | M | | 18,000 | | <u>(2)</u> | 05/18/2016 | Common Stock | 18,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BARGER DAVE
JETBLUE AIRWAYS CORPORATION
27-01 QUEENS PLAZA NORTH
LONG ISLAND CITY, NY 11101

former CEO and former director

Signatures

/s/ Eileen McCarthy by power of attorney for David J. Barger

05/18/2015

__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 option vested in three annual installments commencing on the the first anniversary of the May 18, 2005 grant date.

(2) The option vested in three annual installments commencing on the the first anniversary of the May 18, 2006 grant date.

(3) Concurrent sale of shares resulting from an exercise of options granted on May 18, 2005 and expiring 10 years later.

(4) Concurrent sale of shares resulting from an exercise of options granted on May 18, 2006 and expiring 10 years later.

The range of prices for the transactions reported were from \$21.515 to \$21.5. The reporting person will provide, upon request by the

(5) Commission staff, the issuer or a security holder of the issuer, full information regarding the number of shares purchased or sold at each separate price.

(6) These shares were sold in compliance with a qualified selling plan adopted by the reporting person pursuant to Rule 10b5-1 promulgated under the Securities Exchange Act of 1934, as amended.

The range of prices for the transactions reported were from \$21.33 to \$21.74. The reporting person will provide, upon request by the

(7) Commission staff, the issuer or a security holder of the issuer, full information regarding the number of shares purchased or sold at each separate price.

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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