

BARGER DAVE
Form 4
February 19, 2013

FORM 4

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

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

OMB APPROVAL

OMB
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(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)
02/15/2013

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)
President and CEO

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 Ownership Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	02/15/2013		S ⁽¹⁾		7,500	D 6.0384 (2)	838,385 D
Common Stock	02/15/2013		M		41,459	A (3)	879,844 D
Common Stock	02/15/2013		F		17,090 (4)	D \$ 6.03	862,754 D
Common Stock	02/15/2013		M		19,788	A (3)	882,542 D

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Common Stock 02/15/2013 F 8,157₍₄₎ D \$ 6.03 874,385 D

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. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(3)	02/15/2013		D		41,459		(5)	(5)	Common Stock	41,459
Restricted Stock Units	(3)	02/15/2013		D		19,788		(6)	(6)	Common Stock	19,788

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

X

President and CEO

Signatures

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

02/19/2013

 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).

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- (1) 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 \$5.97 to \$6.07. The reporting person will provide, upon request by the
- (2) 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.
- (3) Upon vesting, Reporting Person is entitled to receive one share of common stock for each restricted stock unit.
- (4) These shares were automatically withheld and returned to JetBlue to cover tax obligations upon RSU vesting, in accordance with JetBlue policy for all RSU vesting of RSU eligible JetBlue employees in the United States.
- (5) The restricted stock units vest in equal annual installments over a three year period, measured from the vesting commencement date of February 16, 2011.
- (6) The restricted stock units vest in equal annual installments over a three year period, measured from the vesting commencement date of February 18, 2010.

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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