

Geraghty Joanna
Form 4
February 27, 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 *
Geraghty Joanna

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
02/25/2019

____ Director
 Officer (give title below) _____ Other (specify below)
President COO

C/O JETBLUE AIRWAYS CORPORATION, 27-01 QUEENS PLAZA NORTH

(Street)

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

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

LONG ISLAND CITY, NY 11101

(City) (State) (Zip)

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 (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|
| | | | | (A) or (D) | Price | | | |
| Common Stock | 02/25/2019 | | M | 6,775 | A | 148,543 | D | |
| Common Stock | 02/25/2019 | | F | 2,590 (5) | D | \$ 17.22 | 145,953 | D |
| Common Stock | 02/25/2019 | | M | 8,516 | A | 154,469 | D | |
| Common Stock | 02/25/2019 | | F | 3,255 (5) | D | \$ 17.22 | 151,214 | D |
| | 02/25/2019 | | M | 7,993 | A | 159,207 | D | |

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Common
Stock

Common Stock 02/25/2019 F 3,055⁽⁵⁾ D \$ 17.22 156,152 (6) D

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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--------|--|-----------------------|---|----------------------------|
| | | | | | V | (A) | (D) | Date Exercisable | | |
| Restricted Stock Units | <u>(1)</u> | 02/25/2019 | | A | | 36,231 | | <u>(2)</u> <u>(2)</u> | Common Stock | 36,231 |
| Restricted Stock Units | <u>(1)</u> | 02/25/2019 | | M | | 6,775 | | <u>(7)</u> <u>(7)</u> | Common Stock | 6,775 |
| Restricted stock units | <u>(1)</u> | 02/25/2019 | | M | | 8,516 | | <u>(4)</u> <u>(4)</u> | Common Stock | 8,516 |
| Restricted Stock Units | <u>(1)</u> | 02/25/2019 | | M | | 7,993 | | <u>(3)</u> <u>(3)</u> | Common Stock | 7,993 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Geraghty Joanna C/O JETBLUE AIRWAYS CORPORATION 27-01 QUEENS PLAZA NORTH LONG ISLAND CITY, NY 11101 | | | President COO | |

Signatures

/s/ Eileen McCarthy by power of attorney for Joanna
Geraghty

02/27/2019

__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) Upon vesting, the Reporting Person is entitled to receive one share of common stock for each restricted stock unit.
- (2) The restricted stock units vest in equal annual installments over a three year period, measured from the vesting commencement date of February 25, 2019.
- (3) The restricted stock units vest in equal annual installments over a three year period, measured from the vesting commencement date of February 22, 2018.
- (4) The restricted stock units vest in equal annual installments over a three year period, measured from the vesting commencement date of February 24, 2017.
- (5) 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 employees in the United States.
- (6) Reflects the October 31, 2018 purchase of 504 shares through the JetBlue Crewmember Stock Purchase Plan at a price of \$14.221 (reflecting the plan discount).
- (7) The restricted stock units vest in equal annual installments over a three year period, measured from the vesting commencement date of February 24, 2016.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.