

St George Martin J
Form 4
April 10, 2018

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 *
St George Martin J

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)
04/06/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP Commercial

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)
			Code	V	Amount or Price		
Common Stock	04/06/2018		A ⁽¹⁾		8,553 A \$ 0	D	
Common Stock	04/06/2018		F		2,906 ⁽²⁾ D \$ 19.95 ⁽³⁾	D	
Common Stock	04/09/2018		M		2,160 A 11	D	
Common Stock	04/09/2018		F		734 ⁽⁶⁾ D \$ 19.95	D	

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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. Pr Deriv Secur (Instr	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(4)	04/09/2018		D	2,160	(5)	(5)	Common Stock	2,160

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
St George Martin J C/O JETBLUE AIRWAYS CORPORATION 27-01 QUEENS PLAZA NORTH LONG ISLAND CITY, NY 11101			EVP Commercial	

Signatures

/s/ Eileen McCarthy by power of attorney for Martin J. St. George

04/10/2018

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).

Represents shares of JetBlue Airways Corporation (the Company) common stock earned by, and issued to, the Reporting Person upon vesting of Performance Share Units (2015 PSUs) granted on April 8, 2015, based on an absolute Return on Invested Capital (ROIC) goal and a relative Operating Expenses per Available Seat Mile (CASM) percentage goal, weighted 2/3 for ROIC and 1/3 for relative CASM, for the performance period from January 1, 2015 through December 31, 2017. Following the conclusion of the three year performance period, the Compensation Committee certified to the performance of the Company relative to these goals for the 2015 PSUs at 110%.

(2)

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Represents shares withheld by the Company for taxes, as permitted by the JetBlue Airways Corporation 2011 Incentive Compensation Plan and related award agreement, to satisfy the tax withholding obligations of the Reporting Person in connection with the vesting and settlement of the 2015 PSUs. There was no open market sale of shares by the Reporting Person.

- (3) Closing market price per share of the Company common stock on the settlement date.
- (4) Upon vesting, the Reporting Person is entitled to receive one share of common stock for each vested restricted stock unit.
- (5) The restricted stock units vest in equal annual installments over a three year period, measured from the vesting commencement date of April 8, 2015.
- (6) 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.

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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