

JETBLUE AIRWAYS CORP

Form 4

February 17, 2016

**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

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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
HNAT JAMES G

(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)  
02/12/2016

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_\_ Other (specify below)  
EVP & General Counsel

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ 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                    | 02/12/2016                           |                                                    | M                              |                                                                   | 6,932                                                                                         | A <u>(1)</u>                                             | 29,155                                                | D |
| Common Stock                    | 02/12/2016                           |                                                    | F                              |                                                                   | 2,858 <u>(5)</u>                                                                              | D \$ 21.25                                               | 26,297                                                | D |
| Common Stock                    | 02/12/2016                           |                                                    | M                              |                                                                   | 17,137                                                                                        | A <u>(1)</u>                                             | 43,434                                                | D |
| Common Stock                    | 02/12/2016                           |                                                    | F                              |                                                                   | 7,064 <u>(5)</u>                                                                              | D \$ 21.25                                               | 36,370                                                | D |
|                                 | 02/12/2016                           |                                                    | M                              |                                                                   | 19,510                                                                                        | A <u>(1)</u>                                             | 55,880                                                | D |

# Edgar Filing: JETBLUE AIRWAYS CORP - Form 4

Common  
Stock

|                 |            |   |              |   |             |        |   |
|-----------------|------------|---|--------------|---|-------------|--------|---|
| Common<br>Stock | 02/12/2016 | F | 8,171<br>(5) | D | \$<br>21.25 | 47,709 | D |
|-----------------|------------|---|--------------|---|-------------|--------|---|

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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. I<br>De<br>Sec<br>(In            |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--------------------|---------------------------------------------------------------------|-------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V (A) (D)                                                                                                    | Date<br>Exercisable                                            | Expiration<br>Date | Title                                                               | Amount<br>or<br>Number<br>of Shares |
| Restricted<br>Stock<br>Units                        | (1)                                                                   | 02/12/2016                              |                                                             | D                                       | 6,932                                                                                                        | (2)                                                            | (2)                | Common<br>Stock                                                     | 6,932                               |
| Restricted<br>Stock<br>Units                        | (1)                                                                   | 02/12/2016                              |                                                             | D                                       | 17,137                                                                                                       | (3)                                                            | (3)                | Common<br>Stock                                                     | 17,137                              |
| Restricted<br>Stock<br>Units                        | (1)                                                                   | 02/12/2016                              |                                                             | D                                       | 19,510                                                                                                       | (4)                                                            | (4)                | Common<br>Stock                                                     | 19,510                              |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

HNAT JAMES G  
JETBLUE AIRWAYS CORPORATION  
27-01 QUEENS PLAZA NORTH  
LONG ISLAND CITY, NY 11101

EVP & General Counsel

## Signatures

/s/ Eileen McCarthy by power of attorney for James G.  
Hnat II

02/17/2016

\_\_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 13, 2015.
- (3) The restricted stock units vest in equal annual installments over a three year period, measured from the vesting commencement date of February 13, 2014.
- (4) The restricted stock units vest in equal annual installments over a three year period, measured from the vesting commencement date of February 13, 2013.
- (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.

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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