

JETBLUE AIRWAYS CORP

Form 5

February 14, 2017

**FORM 5****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).Form 3 Holdings  
Reported

Form 4

Transactions

Reported

**ANNUAL 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  
Number: 3235-0362Expires: January 31,  
2005Estimated average  
burden hours per  
response... 1.01. Name and Address of Reporting Person \*  
St George Martin J

(Last) (First) (Middle)

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

(Street)

2. Issuer Name and Ticker or Trading  
Symbol  
JETBLUE AIRWAYS CORP  
[JBLU]3. Statement of Issuer's Fiscal Year Ended  
(Month/Day/Year)  
12/31/20165. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
EVP Commercial4. If Amendment, Date Original  
Filed (Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

LONG ISLAND  
CITY, NY 11101

(City) (State) (Zip)

☒ 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/13/2017	Â	M	4,332 A \$ <sup>(1)</sup>	22,789	D	Â
Common Stock	02/13/2017	Â	F	1,600 <sup>(4)</sup> D \$ 19.84	21,189	D	Â
Common Stock	02/13/2017	Â	M	7,344 A \$ <sup>(1)</sup>	28,533	D	Â

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Common Stock      02/13/2017      Â      F      2,895  
(4)      D      \$ 19.84      26,450      D (5)      Â

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 2270  
(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. Amount or Number of Shares
Restricted Stock Units	Â	02/13/2017	Â	D	Â 4,332	Â (2)      Â (2)	Common Stock	4,332
Restricted Stock Units	Â	02/13/2017	Â	D	Â 7,344	Â (3)      Â (3)	Common Stock	7,344

## 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

Â      Â      Â EVP Commercial      Â

## Signatures

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

02/14/2017

\_\_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)

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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) 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.
- (5) This amount includes shares purchased through the JetBlue Airways Crewmember Stock Purchase Plan, which shares are exempt from section 16(a) and (b).

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.