

JETBLUE AIRWAYS CORP

Form 5/A

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 \*  
Hayes Robin

(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)  
CEO and President4. If Amendment, Date Original  
Filed(Month/Day/Year)  
02/14/20176. 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned at end<br>of Issuer's<br>Fiscal Year<br>(Instr. 3 and<br>4) | 6.<br>Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 02/13/2017                              | Â                                                           | M                                       | 25,748 A \$ <u>(1)</u>                                                  | 375,629                                                                                                         | D                                                                       | Â                                                                 |
| Common<br>Stock                       | 02/13/2017                              | Â                                                           | F                                       | 9,520 <u>(4)</u> D \$ 19.84                                             | 366,109                                                                                                         | D                                                                       | Â                                                                 |
| Common<br>Stock                       | 02/13/2017                              | Â                                                           | M                                       | 22,033 A \$ <u>(1)</u>                                                  | 388,142                                                                                                         | D                                                                       | Â                                                                 |

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Common Stock    02/13/2017    Â    F    8,272  
(4)    D    \$ 19.84    381,487    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) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    |                                | (A)    (D)                                                                              | Date Exercisable    Expiration Date                      | Title    Amount or Number of Shares                           |
| Restricted Stock Units                     | Â                                                      | 02/13/2017                           | Â                                                  | D                              | Â 25,748                                                                                | Â (2)    Â (2)                                           | Common Stock 25,748                                           |
| Restricted Stock Units                     | Â                                                      | 02/13/2017                           | Â                                                  | D                              | Â 22,033                                                                                | Â (3)    Â (3)                                           | Common Stock 22,033                                           |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director    10% Owner    Officer    Other

Hayes Robin

C/O JETBLUE AIRWAYS CORPORATION  
27-01 QUEENS PLAZA NORTH  
LONG ISLAND CITY, NY 11101

Â    Â    Â CEO and President    Â

## Signatures

/s/ Eileen McCarthy by power of attorney for Robin Hayes

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) The restricted stock units vest in equal annual installments over a three year period, measured from the vesting commencement date of February 13, 2015.

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- (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.