

JETBLUE AIRWAYS CORP  
 Form 4  
 February 17, 2016

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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 \*  
**Powers Mark D**

(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  
 Officer (give title below)  Other (specify below)  
**Chief Financial Officer**

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V   | Amount or Price (A) or (D)  |  |  |
| Common Stock                    | 02/12/2016                           |  | M                              |   | 7,922 A \$ 145,895  | D  |  |
| Common Stock                    | 02/12/2016                           |  | F                              |   | 3,778 (5) D \$ 21.25  | D  |  |
| Common Stock                    | 02/12/2016                           |  | M                              |   | 20,564 A \$ 162,681   | D  |  |
| Common Stock                    | 02/12/2016                           |  | F                              |   | 7,603 (5) D \$ 21.25  | D  |  |
|                                 | 02/12/2016                           |  | M                              |   | 24,387 A \$ 179,465   | D  |  |

Common  
Stock

Common Stock      02/12/2016      F      9,146<sup>(5)</sup>      D      \$ 21.25      170,319      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 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                     | <u>(1)</u>   | 02/12/2016                           |  | D                              | 7,922   | <u>(2)</u> <u>(2)</u>                                    | Common Stock  | 7,922                         |
| Restricted Stock Units                     | <u>(1)</u>   | 02/12/2016                           |  | D                              | 20,564  | <u>(3)</u> <u>(3)</u>                                    | Common Stock  | 20,564                        |
| Restricted Stock Units                     | <u>(1)</u>   | 02/12/2016                           |  | D                              | 24,387  | <u>(4)</u> <u>(4)</u>                                    | Common Stock  | 24,387                        |

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

Powers Mark D  
JETBLUE AIRWAYS CORPORATION  
27-01 QUEENS PLAZA NORTH  
LONG ISLAND CITY, NY 11101

Chief Financial Officer

## Signatures

/s/ Eileen McCarthy by power of attorney for Mark D.  
Powers

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.  
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.