

JETBLUE AIRWAYS CORP
 Form 4
 February 18, 2014

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 *
 Hayes Robin

2. Issuer Name and Ticker or Trading Symbol
 JETBLUE AIRWAYS CORP
 [JBLU]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 ___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
 EVP Chief Commercial Officer

(Last) (First) (Middle)
 C/O JETBLUE AIRWAYS CORPORATION, 27-01 QUEENS PLAZA NORTH

3. Date of Earliest Transaction (Month/Day/Year)
 02/13/2014

(Street)
 LONG ISLAND CITY, NY 11101

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

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

(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 (A) or (D)					
Common Stock	02/13/2014		M		34,141	A	Ⓛ	224,462	D	
Common Stock	02/13/2014		F		12,897 (6)	D	\$	8.51	211,565	D
Common Stock	02/14/2014		M		43,373	A	Ⓛ	254,938	D	
Common Stock	02/14/2014		F		16,036 (6)	D	\$	8.54	238,902	D
	02/14/2014		M		19,348	A	Ⓛ	258,250	D	

common
stock

Common Stock 02/14/2014 F 7,153
(6) D \$ 8.54 251,097 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)	Amount or Number of Shares			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)	02/13/2014		A		66,098		(2)	(2)	Common Stock	66,098
Restricted Stock Units	(1)	02/13/2014		D		34,141		(3)	(3)	Common Stock	34,141
Restricted Stock Units	(1)	02/14/2014		D		43,373		(4)	(4)	Common Stock	43,373
Restricted Stock Units	(1)	02/14/2014		D		19,348		(5)	(5)	Common Stock	19,348

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

EVP Chief Commercial Officer

Signatures

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

02/18/2014

__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, 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, 2014.
- (3) The restricted stock units vest in equal annual installments over a three year period, measured from the vesting commencement date of February 13, 2013.
- (4) The restricted stock units vest in equal annual installments over a three year period, measured from the vesting commencement date of February 14, 2012.
- (5) The restricted stock units vest in equal annual installments over a three year period, measured from the vesting commencement date of February 16, 2011.
- (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. 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.