

JETBLUE AIRWAYS CORP
 Form 4
 February 20, 2015

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 *
 Powers Mark D

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)
 Chief Financial Officer

(Last) (First) (Middle)

JETBLUE AIRWAYS CORPORATION, 27-01 QUEENS PLAZA NORTH

3. Date of Earliest Transaction (Month/Day/Year)
 02/13/2015

(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 Indirect Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|---------|---|
| | | | Code | V | Amount or Price (A) or (D) | | | | |
| Common Stock | 02/13/2015 | | M | | 20,564 | A | Ⓛ | 109,654 | D |
| Common Stock | 02/13/2015 | | F | | 8,477 | D | \$ | 101,177 | D |
| | | | | | (5) | | 16.83 | | |
| Common Stock | 02/13/2015 | | M | | 24,387 | A | Ⓛ | 125,564 | D |
| Common Stock | 02/13/2015 | | F | | 10,217 | D | \$ | 115,347 | D |
| | | | | | (5) | | 16.83 | | |
| | 02/13/2015 | | M | | 19,909 | A | Ⓛ | 135,256 | D |

Common
Stock

Common Stock 02/13/2015 F 9,002
(5) D \$ 16.83 126,254 D

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

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(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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Restricted Stock Units | (1) | 02/13/2015 | | A | 23,767 | (6) (6) | Common Stock 23,767 |
| Restricted Stock Units | (1) | 02/13/2015 | | D | 20,564 | (2) (2) | Common Stock 20,564 |
| Restricted Stock Units | (1) | 02/13/2015 | | D | 24,387 | (3) (3) | Common Stock 24,387 |
| Restricted Stock | (1) | 02/13/2015 | | D | 19,909 | (4) (4) | Common Stock 19,909 |

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/ Mark D.

02/20/2015

Powers

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

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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