

JETBLUE AIRWAYS CORP  
 Form 4  
 April 03, 2017

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 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 \*  
 HNAT JAMES G

(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)  
 03/30/2017

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)  
 EVP & General Counsel

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
COMMON STOCK	03/30/2017		A		13,713 (1)	A	\$ 0 40,645 D
COMMON STOCK	03/30/2017		F		5,653 (2)	D	\$ 20.73 34,992 D (3)

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

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SEC 1474 (9-02)

number.

**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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reporting Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

HNAT JAMES G  
JETBLUE AIRWAYS CORPORATION  
27-01 QUEENS PLAZA NORTH  
LONG ISLAND CITY, NY 11101

EVP & General Counsel

## Signatures

/s/ James G.  
Hnat II 04/03/2017

\*\*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).

Represents shares of JetBlue Airways Corporation (the Company) common stock earned by, and issued to, the Reporting Person upon vesting of Performance Share Units (2014 PSUs) granted on April 8, 2014, based on an absolute Return on Invested Capital (ROIC) goal (1) and a relative ex-Fuel Operating Expenses per Available Seat Mile (CASM) goal, equally weighted, for the performance period from January 1, 2014 through December 31, 2016. Following the conclusion of the three year performance period, the Compensation Committee certified to the performance of the Company relative to these goals for the 2014 PSUs at 120%.

Represents shares withheld by the Company for taxes, as permitted by the JetBlue Airways Corporation 2011 Incentive Compensation (2) Plan and related award agreement, to satisfy the tax withholding obligations of the Reporting Person in connection with the vesting and settlement of the 2014 PSUs. There was no open market sale of shares by the Reporting Person.

(3) Closing market price per share of the Company common stock on the settlement date.

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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