

HNAT JAMES G
Form 4
February 21, 2012

FORM 4

**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).

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
HNAT JAMES G

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
JETBLUE AIRWAYS
CORPORATION, 118-29 QUEENS
BOULEVARD

3. Date of Earliest Transaction
(Month/Day/Year)
02/16/2012

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)
EVP & General Counsel

(Street)
FOREST HILLS, NY 11375

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	02/16/2012		M		19,347 A <u>(1)</u>	20,812 <u>(6)</u>	D
Common Stock	02/16/2012		F		7,801 <u>(5)</u> D \$ 5.92	13,011	D
Common Stock	02/17/2012		M		17,823 A <u>(1)</u>	30,834	D
Common Stock	02/17/2012		F		7,187 <u>(5)</u> D \$ 5.81	23,647	D
	02/17/2012		M		18,396 A <u>(1)</u>	42,043	D

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Common
Stock

Common Stock	02/17/2012	F	7,418 (5)	D	\$ 5.81	34,625	D
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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)	8. I De Sec (In
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)	02/16/2012		D	19,347	(2)	(2)	Common Stock	19,347
Restricted Stock Units	(1)	02/17/2012		D	17,823	(3)	(3)	Common Stock	17,823
Restricted Stock Units	(1)	02/17/2012		D	18,396	(4)	(4)	Common Stock	18,396

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

HNAT JAMES G
JETBLUE AIRWAYS CORPORATION
118-29 QUEENS BOULEVARD
FOREST HILLS, NY 11375

EVP & General Counsel

Signatures

/s/ Eileen McCarthy by power of attorney for James G.
Hnat II

02/21/2012

__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 commencing from the vesting commencement date of 2/16/2011.
- (3) The restricted stock units vest in equal annual installments over a three year period commencing from the vesting commencement date of 2/18/2010.
- (4) The restricted stock units vest in equal annual installments over a three year period commencing from the vesting commencement date of 2/19/2009.
- (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 vestings of RSU eligible JetBlue employees in the United States.
- (6) This number reflects a correction by 1200 shares in the total shares of common stock held.

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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