

JETBLUE AIRWAYS CORP
 Form 4
 May 21, 2008

FORM 4

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

OMB APPROVAL

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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 *
NEELEMAN DAVID

(Last) (First) (Middle)

JETBLUE AIRWAYS CORPORATION, 118-29 QUEENS BLVD.

(Street)

FOREST HILLS, NY 11375

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
05/19/2008

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)

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| | | | | (A) or (D) Code V Amount Price | | | |
| Common Stock | 05/19/2008 | | S ⁽¹⁾ | 1,410 D \$ 5.05 | 6,944,871 | I | Neeleman Holdings, L.C. ⁽²⁾ |
| Common Stock | 05/19/2008 | | S ⁽¹⁾ | 2,700 D \$ 5.04 | 6,942,171 | I | Neeleman Holdings, L.C. ⁽²⁾ |
| Common Stock | 05/19/2008 | | S ⁽¹⁾ | 19,416 D \$ 5.02 | 6,922,755 | I | Neeleman Holdings, L.C. ⁽²⁾ |

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| | | | | | | | | | |
|--------------|------------|--|------------------|--------|---|---------|-----------|---|----------------------------------------|
| Common Stock | 05/19/2008 | | S ⁽¹⁾ | 1,600 | D | \$ 5.01 | 6,921,155 | I | Neeleman Holdings, L.C. ⁽²⁾ |
| Common Stock | 05/19/2008 | | S ⁽¹⁾ | 24,874 | D | \$ 5.03 | 6,896,281 | I | Neeleman Holdings, L.C. ⁽²⁾ |
| Common Stock | 05/19/2008 | | S ⁽¹⁾ | 2,300 | D | \$ 5 | 6,893,981 | I | Neeleman Holdings, L.C. ⁽²⁾ |
| Common Stock | 05/19/2008 | | S ⁽¹⁾ | 11,800 | D | \$ 4.99 | 6,882,181 | I | Neeleman Holdings, L.C. ⁽²⁾ |
| Common Stock | 05/19/2008 | | S ⁽¹⁾ | 3,000 | D | \$ 4.97 | 6,879,181 | I | Neeleman Holdings, L.C. ⁽²⁾ |
| Common Stock | 05/19/2008 | | S ⁽¹⁾ | 13,000 | D | \$ 4.98 | 6,866,181 | I | Neeleman Holdings, L.C. ⁽²⁾ |
| Common Stock | 05/19/2008 | | S ⁽¹⁾ | 5,400 | D | \$ 4.96 | 6,860,781 | I | Neeleman Holdings, L.C. ⁽²⁾ |
| Common Stock | 05/19/2008 | | S ⁽¹⁾ | 14,400 | D | \$ 4.92 | 6,846,381 | I | Neeleman Holdings, L.C. ⁽²⁾ |
| Common Stock | 05/19/2008 | | S ⁽¹⁾ | 100 | D | \$ 4.95 | 6,846,281 | I | Neeleman Holdings, L.C. ⁽²⁾ |

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.

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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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|-------------------------------------------------------------------------------------------------|
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|-------------------------------------------------------------------------------------------------|

| | | | | |
|------|-------------|------------|-------|----------------------------------------|
| | Date | Expiration | Title | Amount or Number of Shares |
| | Exercisable | Date | | |
| Code | V | (A) | (D) | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| NEELEMAN DAVID JETBLUE AIRWAYS CORPORATION 118-29 QUEENS BLVD. FOREST HILLS, NY 11375 | X | | | |

Signatures

David Neeleman 05/19/2008

**Signature of Date
Reporting Person

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) These shares were sold in compliance with a qualified selling plan adopted by the reporting person pursuant to Rule 10b5-1 promulgated under the Securities Exchange Act of 1934, as amended.
- (2) These shares are held by Neeleman Holdings, L.C. The reporting person is the manager of Neeleman Holdings, L.C. and the reporting person disclaims beneficial ownership in these shares except to the extent of his pecuniary interest in such shares.

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.