NELSON HOLLY Form 4

February 13, 2006

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

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

2. Issuer Name and Ticker or Trading

JETBLUE AIRWAYS CORP

3. Date of Earliest Transaction

may continue. See Instruction 1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person *

NELSON HOLLY

(First) (Middle)

JETBLUE AIRWAYS

CORPORATION, 118-29 QUEENS **BOULEVARD**

(Street)

4. If Amendment, Date Original

Symbol

[JBLU]

Filed(Month/Day/Year)

(Month/Day/Year)

02/09/2006

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

Director 10% Owner X_ Officer (give title Other (specify

below) Vice President and Controller

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

FOREST HILLS, NY 11375

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of Securities Form: Direct Indirect (Instr. 3) Code Beneficially (D) or (D) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Indirect (I) Following (Instr. 4) Reported (A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price Common

Stock

02/09/2006

02/09/2006

M

6,000

1.05

 $26,004^{(1)}$

D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Beneficial

Ownership

(Instr. 4)

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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. Transactic Code (Instr. 8)	5. Number ion 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 o Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Purchase)	\$ 1.05	02/09/2006	02/09/2006	M		6,000	02/26/2002(2)	02/28/2011	Common Stock	6,000

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

NELSON HOLLY JETBLUE AIRWAYS CORPORATION 118-29 QUEENS BOULEVARD FOREST HILLS, NY 11375

Vice President and Controller

Signatures

Holly Nelson 02/09/2006

**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) Excludes 1,203 shares held indirectly by the Erin Lou Nelson Children's Trust and 1,203 shares held indirectly by the Adam Lee Nelson Children's Trust. The reporting person is trustee of such trusts.
 - The initial option grant of 101,250, as adjusted for the issuer's 3-for-2 stock split on December 27, 2005, vests in equal annual
- (2) installments upon completition of each year of service over the 5-year period measured from the vesting commencement date of February 26, 2001.
- On December 27, 2005, the issuer effected a 3-for-2 stock split, resulting in an additional 19,687 shares underlying the employee stock option.

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.

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