

JETBLUE AIRWAYS CORP

Form DEF 14A

April 14, 2011

Table of Contents

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

JETBLUE AIRWAYS CORPORATION
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- (1) Amount Previously Paid:
 - (2) Form, Schedule or Registration Statement No.:
 - (3) Filing Party:
 - (4) Date Filed:
-

Table of Contents

JETBLUE AIRWAYS CORPORATION
118-29 Queens Boulevard
Forest Hills, New York 11375

April 14, 2011

To our Stockholders:

It is our pleasure to invite you to attend our 2011 annual meeting of stockholders. The meeting will be held at our corporate headquarters located at 118-29 Queens Boulevard, Forest Hills, New York, on Thursday, May 26, 2011, beginning at 10:00 a.m. (Eastern Time). The following notice of annual meeting of stockholders outlines the business to be conducted at the meeting.

This year we are furnishing proxy materials to stockholders via the Internet, in keeping with our business model of efficiency. This delivery method also allows us to conserve natural resources and reduce the cost of delivery while also meeting our obligations to you, our Stockholders, to provide information relevant to your continued investment in JetBlue. On April 14, 2011, we mailed a notice of internet availability of proxy materials containing instructions on how to access our proxy materials and vote via the Internet. The notice of Internet availability of proxy materials also provides information on how stockholders may obtain paper copies of our proxy materials if they so choose.

We encourage you to review these materials and vote your shares. You may vote via the Internet, by telephone or, if you receive a paper proxy card in the mail, by mailing the completed proxy card. If you attend the annual meeting, you may vote your shares in person even if you previously voted your proxy. Please vote as soon as possible to ensure that your shares will be represented and counted at the annual meeting.

Very truly yours,

Dave Barger
President, Chief Executive Officer and Director

On behalf of the Board of Directors of JetBlue Airways Corporation

TABLE OF CONTENTS

JETBLUE AIRWAYS CORPORATION 118-29 Queens Boulevard Forest Hills, New York 11375
NOTICE OF ANNUAL MEETING OF STOCKHOLDERS To be held on May 26, 2011
IF YOU PLAN TO ATTEND
SUMMARY INFORMATION
FINANCIAL PERFORMANCE
COMPENSATION HIGHLIGHTS
ELECTION OF DIRECTORS (Proposal 1)
PROPOSALS TO APPROVE COMPENSATION PLANS (Proposals 3 and 4)
ADVISORY VOTES ON EXECUTIVE COMPENSATION (Proposals 5 and 6)
PROXY STATEMENT 2011 ANNUAL MEETING OF STOCKHOLDERS
QUESTIONS AND ANSWERS ABOUT THE ANNUAL MEETING AND VOTING
PROPOSAL 1 -- ELECTION OF DIRECTORS
CORPORATE GOVERNANCE MATTERS
BOARD MEETINGS AND BOARD COMMITTEE INFORMATION
DIRECTOR COMPENSATION
SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND
RELATED SHAREHOLDER MATTERS
PROPOSAL 2 -- RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC
ACCOUNTING FIRM
AUDIT COMMITTEE REPORT
PROPOSAL 3 -- APPROVAL OF JETBLUE AIRWAYS CORPORATION 2011 INCENTIVE
COMPENSATION PLAN
PROPOSAL 4 -- APPROVAL OF JETBLUE AIRWAYS CORPORATION 2011 CREWMEMBER
STOCK PURCHASE PLAN
PROPOSAL 5 -- ADVISORY RESOLUTION ON EXECUTIVE COMPENSATION
PROPOSAL 6 -- ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON
EXECUTIVE COMPENSATION
COMPENSATION DISCUSSION AND ANALYSIS
COMPENSATION COMMITTEE REPORT
SUMMARY COMPENSATION TABLE
GRANTS OF PLAN-BASED AWARDS
OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END
OPTION EXERCISES AND STOCK VESTED
OTHER MATTERS
ADDITIONAL INFORMATION
APPENDIX A JETBLUE AIRWAYS CORPORATION 2011 INCENTIVE COMPENSATION PLAN
APPENDIX B JETBLUE AIRWAYS CORPORATION 2011 CREWMEMBER STOCK PURCHASE
PLAN

Table of Contents

JETBLUE AIRWAYS CORPORATION
118-29 Queens Boulevard
Forest Hills, New York 11375

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
To be held on May 26, 2011

Date of Meeting: May 26, 2011

Time: 10:00 a.m. (Eastern Time)

Place: 118-29 Queens Boulevard, Forest Hills, New York

Items of Business: We are holding the 2011 annual meeting of stockholders for the following purposes:

To elect ten directors nominated by the Board of Directors to serve until the 2012 annual meeting of stockholders;

To ratify the selection of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2011;

To approve the 2011 Incentive Compensation Plan;

To approve the 2011 Crewmember Stock Purchase Plan;

To approve an advisory resolution on executive compensation;

To conduct an advisory vote on the frequency of future advisory votes on executive compensation; and

To transact such other business as may properly come before the annual meeting or any adjournment thereof.

The proxy statement describes these items in more detail. As of the date of this notice, we have not received notice of any other matters that may be properly presented at the annual meeting.

Record Date: March 31, 2011

Voting: **YOUR VOTE IS VERY IMPORTANT.** Whether or not you plan to attend the annual meeting of stockholders, we urge you to vote and submit your proxy in order to ensure the presence of a quorum. You have three options for submitting your vote before the 2011 annual meeting: Internet, toll-free telephone or mail. If you are a beneficial owner whose shares are held of record by a broker, your broker has discretionary voting authority to vote your shares on the ratification of our independent registered public accounting firm, even if the broker does not receive voting instructions from you. However, your broker does not have discretionary authority to vote on the election of directors, on the advisory votes or on the plan proposals without instructions from you, in which case a broker non-vote will occur and your shares will not be voted on these matters.

**Date These Proxy
Materials Are First
Being Made
Available on the
Internet:**

On or about April 14, 2011

Table of Contents

IF YOU PLAN TO ATTEND

Please note that space limitations make it necessary to limit attendance to stockholders and one guest. Admission to the annual meeting will be on a first-come, first-served basis. Registration will begin at 9:00 a.m. Either an admission ticket or proof of ownership of JetBlue stock, as well as a form of government-issued photo identification, such as a driver's license or passport, must be presented in order to be admitted to the annual meeting. If you are a stockholder of record, your admission ticket is attached to your proxy card. Stockholders holding stock in brokerage accounts (street name holders) will need to bring a copy of a brokerage statement reflecting their stock ownership as of the record date. Cameras, recording devices and other electronic devices will not be permitted at the annual meeting.

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON MAY 26, 2011

The notice of annual meeting, the proxy statement and our fiscal 2010 annual report to stockholders are available on our website at <http://investor.jetblue.com>. Additionally, in accordance with Securities and Exchange Commission (SEC) rules, you may access our proxy materials at www.proxyvote.com.

By Order of the Board of Directors,

James G. Hnat
Executive Vice President, General Counsel and
Corporate Secretary

April 14, 2011
Forest Hills, New York

Table of Contents**SUMMARY INFORMATION**

To assist you in reviewing JetBlue's 2010 performance, we would like to call your attention to key elements of our proxy statement. The following description is only a summary. For more complete information about these topics, please review the Company's Annual Report on Form 10-K and this proxy statement.

FINANCIAL PERFORMANCE

JetBlue achieved strong financial results in 2010 against a backdrop of significant weather events and a challenging economic and industry environment. Our executive compensation decisions in 2010 were greatly influenced by our strong operating results during this challenging environment:

	Fiscal 2010	Fiscal 2009	Change (%)
	(\$ in millions, except per share amounts)		
Pretax income	161	104	56.1%
Net income	97	61	59.9%
Earnings per diluted share	0.31	0.21	47.6%
Stock price as of fiscal year end(1)	\$ 6.61	\$ 5.45	21.3%

(1) Represents the closing market price of our common stock on December 31, 2010 and December 31, 2009, respectively.

We achieved record operating revenue of \$3.78 billion in 2010. We also achieved several non-financial milestones. For the sixth consecutive year we were recognized by J.D. Power and Associates as having the highest customer satisfaction among low cost airlines in North America. We successfully transitioned our customer service system to Sabre, a significant undertaking that will result in a more robust platform for our commercial endeavors, better customer service and more efficient operations in the future. We also managed the several month-long closure of a significant runway at our home base of operations, John F. Kennedy International Airport.

COMPENSATION HIGHLIGHTS

This strong performance is reflected in the compensation that our senior executives earned in 2010, as described in the Compensation Discussion and Analysis section in this proxy statement.

The Board reported that they awarded Dave Barger, our President and Chief Executive Officer, incentive compensation for 2010 which was commensurate with business results, including an annual incentive award of \$300,000 and a long-term incentive award valued at \$750,000. Consistent with our executive compensation philosophy and commitment to pay for performance principles, the majority of our Chief Executive Officer's total direct compensation of \$1.2 million for 2010 was incentive-based and at risk.

The compensation of our other senior executive officers further reflects both our strong 2010 performance and our compensation philosophy:

Named Executive Officer	2010 Base Salary	2010 Annual Incentive Award	2010 Long Term Incentive Award Value	2010 Total Direct Compensation
Edward Barnes	\$ 400,000	\$ 200,000	\$ 350,000	\$ 950,000
Robin Hayes	\$ 400,000	\$ 200,000	\$ 350,000	\$ 950,000
James Hnat	\$ 400,000	\$ 200,000	\$ 350,000	\$ 950,000
Robert Maruster	\$ 400,000	\$ 200,000	\$ 350,000	\$ 950,000

Table of Contents

ELECTION OF DIRECTORS (Proposal 1)

You will find important information about the qualifications and experience of each of the director nominees that you are being asked to elect. The Corporate Governance and Nominating Committee performs an annual assessment to evaluate whether our directors have the skills and experience to effectively oversee the Company. We believe all of our directors have proven leadership qualities, sound judgment, integrity and a commitment to the success of our Company.

PROPOSALS TO APPROVE COMPENSATION PLANS (Proposals 3 and 4)

You are also being asked to approve our JetBlue Airways Corporation 2011 Incentive Compensation Plan, which will replace our expiring Amended and Restated 2002 Stock Incentive Plan, as set forth in **Proposal 3**. This plan has been updated and modernized to reflect current governance best practices, such as a double trigger for change in control and other items, highlighted on page 26-27.

Finally, you are being asked to approve our JetBlue Airways Corporation 2011 Crewmember Stock Purchase Plan, as set forth in **Proposal 4**. The 2011 Crewmember Stock Purchase Plan will replace our expiring Amended and Restated 2002 Crewmember Stock Purchase Plan.

ADVISORY VOTES ON EXECUTIVE COMPENSATION (Proposals 5 and 6)

Our stockholders now have the opportunity to cast a non-binding, advisory vote on our executive compensation program, as set forth in **Proposal 5, also referred to as say on pay**. In evaluating this say on pay proposal, we recommend that you review our Compensation Discussion and Analysis, which explains how and why the Compensation Committee of our Board arrived at its executive compensation actions and decisions for 2010.

We are also asking our shareholders to cast a non-binding, advisory vote on the frequency of future say on pay votes every one, two, or three years, as set forth in **Proposal 6, also referred to as say on frequency**. We believe that an advisory vote **every 1 year** will allow our stockholders to provide us their valuable input in the timeliest manner, which is consistent with our practice of engaging in frequent dialogue with our stockholders on corporate governance matters

Additional information about our corporate governance policies is also contained in the proxy statement.

Table of Contents

**JETBLUE AIRWAYS CORPORATION
118-29 Queens Boulevard
Forest Hills, New York 11375**

**PROXY STATEMENT
2011 ANNUAL MEETING OF STOCKHOLDERS**

We are making this proxy statement available to you on or about April 14, 2011 in connection with the solicitation of proxies by our Board of Directors for the JetBlue Airways Corporation 2011 annual meeting of stockholders. At JetBlue and in this proxy statement, we refer to our employees as crewmembers. Also in this proxy statement, we sometimes refer to JetBlue as the Company, we or us, and to the 2011 annual meeting of stockholders as the annual meeting. When we refer to the Company's fiscal year, we mean the annual period ending on December 31 of the stated year. Information in this proxy statement for 2010 generally refers to our 2010 fiscal year, which was from January 1 through December 31, 2010.

QUESTIONS AND ANSWERS ABOUT THE ANNUAL MEETING AND VOTING

What is the record date?

The record date for the annual meeting is March 31, 2011. On the record date, there were 295,829,916 shares of our common stock outstanding and there were no outstanding shares of any other class of stock.

Who is entitled to vote?

Only stockholders of record at the close of business on March 31, 2011 will be entitled to vote at the 2011 annual meeting of stockholders and any adjournments thereof. Holders of shares of common stock as of the record date are entitled to cast one vote per share on all matters.

How do I vote?

Registered holders may vote:

By Internet: go to www.proxyvote.com;

By toll-free telephone: call 1-800-690-6903; or

By mail (if you received a paper copy of the proxy materials by mail): mark, sign, date and promptly mail the enclosed proxy card in the postage-paid envelope.

If your shares are held in the name of a broker, bank or other holder of record, follow the voting instructions you receive from the holder of record to vote your shares.

How will my shares be voted at the annual meeting?

Proxies will be voted as instructed by the stockholder or stockholders granting the proxy. Unless contrary instructions are specified, if the proxy is completed and submitted (and not revoked) prior to the annual meeting, the shares of JetBlue common stock represented by the proxy will be voted:

FOR the election of each of the ten director candidates nominated by the Board of Directors;

FOR the ratification of the selection of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2011;

Table of Contents

FOR approval of the 2011 Incentive Compensation Plan;

FOR approval of the 2011 Crewmember Stock Purchase Plan;

FOR approval of the advisory resolution on executive compensation;

to conduct future advisory votes on executive compensation **EVERY 1 YEAR**; and

in accordance with the best judgment of the named proxies on any other matters properly brought before the annual meeting.

What can I do if I change my mind after I vote?

Any proxy may be revoked at any time prior to its exercise at the 2011 annual meeting of stockholders. A stockholder who delivers an executed proxy pursuant to this solicitation may revoke it at any time before it is exercised by (i) executing and delivering a later-dated proxy card to our corporate secretary prior to the annual meeting; (ii) delivering written notice of revocation of the proxy to our corporate secretary prior to the annual meeting; (iii) voting again by telephone or over the Internet prior to 11:59 p.m., Eastern Time, on May 25, 2011; or (iv) attending and voting in person at the annual meeting. Attendance at the annual meeting, in and of itself, will not constitute a revocation of a proxy. If you hold your shares through a broker, bank, or other nominee, you may revoke any prior voting instructions by contacting that firm or by voting in person via legal proxy at the annual meeting.

What is a quorum?

The presence of the holders of stock representing a majority of the voting power of all shares of stock issued and outstanding and entitled to vote at the annual meeting, in person or represented by proxy, is necessary to constitute a quorum. Abstentions and broker non-votes are counted as present and entitled to vote for purposes of determining a quorum.

What are the voting requirements to elect directors and to approve each of the proposals?

If a quorum is present, a nominee for election to a position on the Board of Directors will be elected by a plurality of the votes cast at the meeting, which means that eleven nominees receiving the highest number of **FOR** votes will be elected directors; however, a director who receives more withheld votes than for votes is required to submit his or her resignation to the Board and the Board may either accept the resignation or disclose its reasons for not doing so in a report filed with the SEC within 90 days of the certification of election results. If a quorum is present, ratification of our independent registered public accounting firm, approval of the advisory resolution on executive compensation, approval of the frequency of future advisory votes on executive compensation, approval of the 2011 Stock Incentive Plan, approval of the 2011 Crewmember Stock Purchase Plan, and any other matters that properly come before the meeting, require that the votes cast in favor of such actions exceed the votes cast against such actions. For Proposals 2-6, abstentions have the same effect as negative votes. Broker non-votes (shares held by brokers that do not have discretionary authority to vote on a matter and have not received voting instructions from their clients) have no effect.

What is a broker non-vote?

If you are a beneficial owner whose shares are held of record by a broker, you must instruct the broker how to vote your shares. If you do not provide voting instructions, your shares will not be voted on any proposal on which the broker does not have discretionary authority to vote. This is called a broker non-vote. In these cases, the broker can

register your shares as being present at the annual meeting for purposes of determining the presence of a quorum but will not be able to vote on those matters for which specific authorization is required. If you are a beneficial owner whose shares are held of record by a broker, your broker has discretionary voting authority to vote your shares on the ratification of our independent registered public accounting firm, even if the broker does not receive

Table of Contents

voting instructions from you. However, your broker does not have discretionary authority to vote on any other matter without instructions from you, in which case a broker non-vote will occur and your shares will not be voted on these matters. Please vote your proxy so your vote can be counted.

How do I vote my 401(k) plan shares?

If you are a stockholder through participation in the JetBlue 401(k) Retirement Plan, the proxy also serves as voting instructions to the plan trustees. The plan trustees will cause allocated shares held under the plan, for which the trustees have not received direction, to be present at the meeting for purposes of determining a quorum but not voted in respect of any matter to come before the annual meeting.

How do foreign owners vote?

To comply with restrictions imposed by federal law on foreign ownership of U.S. airlines, our Amended and Restated Certificate of Incorporation and our amended consolidated Fifth Amended and Restated Bylaws (the *Bylaws*) restrict foreign ownership of shares of our common stock. The restrictions imposed by federal law currently require that no more than 25% of our voting stock be owned or controlled, directly or indirectly, by persons who are not United States citizens. Our Bylaws provide that no shares of our common stock may be voted by or at the direction of non-U.S. citizens unless such shares are registered on a separate stock record, which we refer to as the foreign stock record. Our Bylaws further provide that no shares of our common stock will be registered on the foreign stock record if the amount so registered would exceed the foreign ownership restrictions imposed by federal law. Any holder of JetBlue common stock who is not a United States citizen and has not registered its shares on the foreign stock record maintained by us will not be permitted to vote its shares at the annual meeting. The enclosed proxy card contains a certification that by signing the proxy card or voting by telephone or electronically, the stockholder certifies that such stockholder is a United States citizen as that term is defined in the Federal Aviation Act or that the shares represented by the proxy card have been registered on our foreign stock record. As of the March 31, 2011 record date for the annual meeting, shares representing less than 25% of our total outstanding voting stock are registered on the foreign stock record.

Under Section 40102(a)(15) of the Federal Aviation Act, the term *citizen of the United States* is defined as: (i) an individual who is a citizen of the United States, (ii) a partnership each of whose partners is an individual who is a citizen of the United States, or (iii) a corporation or association organized under the laws of the United States or a state, the District of Columbia or a territory or possession of the United States of which the president and at least two-thirds of the Board of Directors and other managing officers are citizens of the United States, and in which at least 75% of the voting interest is owned or controlled by persons that are citizens of the United States.

Who pays for soliciting the proxies?

We pay the cost of soliciting the proxies. In addition, our directors, officers and associates may, without additional compensation, also solicit proxies by mail, telephone, personal contact, facsimile or through similar methods. We will, upon request, reimburse brokerage firms and others for their reasonable expenses in forwarding solicitation material to the beneficial owners of our stock.

Will the annual meeting be webcast?

Yes. Our annual meeting will be broadcast live on the Internet. To listen to the audio broadcast, log on to <http://investor.jetblue.com> at 10:00 a.m. (Eastern Time) on May 26, 2011. The audio broadcast will be archived on that website for at least 120 days.

Table of Contents

What is householding and how does it affect me?

The SEC has adopted rules that permit companies and intermediaries such as brokers to satisfy delivery requirements for proxy statements with respect to two or more stockholders sharing the same address by delivering a single proxy statement addressed to those stockholders. This process, which is commonly referred to as householding, potentially provides extra convenience for stockholders and cost savings for companies. We and some brokers household proxy materials, delivering a single proxy statement or annual report to multiple stockholders sharing an address, unless contrary instructions have been received from the affected stockholders. Once you have received notice from your broker or us that they or we will be householding materials to your address, householding will continue until you are notified otherwise or until you revoke your consent. If, at any time, you no longer wish to participate in householding and would prefer to receive a separate proxy statement or annual report, please notify us by sending a written request to Investor Relations, JetBlue Airways Corporation, 118-29 Queens Boulevard, Forest Hills, New York 11375 or by calling us at (718) 709-3084. You may also notify us to request delivery of a single copy of our annual report or proxy statement if you currently share an address with another stockholder and are receiving multiple copies of our annual report or proxy statement.

Is there a list of stockholders entitled to vote at the annual meeting?

The names of stockholders entitled to vote at the annual meeting will be available at the annual meeting and for ten days prior to the meeting for any purpose germane to the meeting, between the hours of 9:00 a.m. and 4:30 p.m. (Eastern Time), at our principal executive offices at 118-29 Queens Boulevard, Forest Hills, New York 11375, by contacting our General Counsel, James Hnat.

Table of Contents**PROPOSAL 1 ELECTION OF DIRECTORS**

There are currently eleven members of our Board of Directors and, assuming the election of all nominees, immediately following the annual meeting our Board of Directors will consist of ten directors. Each member's term will expire at the annual meeting. As discussed in greater detail below, the Board is recommending that you reelect nine of the current members for an additional one year term and elect one new member for an initial one year term at the annual meeting. As disclosed in our Form 8-K filed with the SEC on February 16, 2011, Robert Clanin and Christoph Franz have decided to not stand for reelection at the annual meeting.

Based on the recommendation of the Corporate Governance and Nominating Committee, the Board of Directors has nominated David Barger, Peter Boneparth, David Checketts, Stephan Gemkow, Virginia Gambale, Stanley McChrystal, Joel Peterson, Ann Rhoades and Frank Sica, each a current director of the Company, and one new director nominee, Jens Bischof, to be elected as a director of the Company. If elected, each of the nominees will serve until the next annual meeting of stockholders to be held in 2012, or until such time as their respective successors have been duly elected and qualified or until his or her earlier death or disability.

The Board believes that each of the nominees will be available and able to serve as a director. If a nominee is unable or unwilling to serve as a director if elected, the shares of common stock represented by all valid proxies will be voted at the annual meeting for the election of such substitute as the Board may recommend. The Board may reduce the number of directors to eliminate the vacancy or the Board may fill the vacancy at a later date after selecting an appropriate nominee. The affirmative vote of a plurality of the shares present and voting is required to elect a director, which means that the eleven nominees receiving the highest numbers of votes cast at the annual meeting by the holders of shares of our common stock will be elected as directors; however, a director who receives more withheld votes than for votes is required to submit his or her resignation to the Board and the Board may either accept the resignation or disclose its reasons for not doing so in a report filed with the SEC within 90 days of the certification of election results.

THE BOARD OF DIRECTORS RECOMMENDS THAT STOCKHOLDERS VOTE FOR EACH NOMINEE**Nominees for Director**

Name	Age	Position(s) with the Company	Director Since
David Barger	53	President, Chief Executive Officer and Director	2001
Jens Bischof	45	Director	(1)
Peter Boneparth	51	Director	2008
David Checketts	55	Director	2000
Virginia Gambale	51	Director	2006
Stephan Gemkow	51	Director	2008
Stanley McChrystal	56	Director	2010
Joel Peterson	63	Chairman of the Board	1999
Ann Rhoades	66	Director	2001
Frank Sica	60	Vice Chairman of the Board	1998

(1) Mr. Bischof is a new director-nominee.

Director Qualifications and Biographical Information

Our Board is composed of a diverse group of leaders in their respective fields. Many of the current directors have leadership experience at major domestic and international companies with operations inside and outside the United States, as well as experience on other companies' boards, which provides

Table of Contents

an understanding of different business processes, challenges and strategies. Other directors have experience at academic institutions, which brings unique perspectives to the Board. Further, each of the Company's directors has other specific qualifications that make them valuable members of our Board, such as financial literacy, talent and brand management, customer service experience and crewmember relations, as well as other experience that provides insight into issues faced by us.

The Board periodically reviews diversity of viewpoints, background, experience, accomplishments, education and skills when evaluating nominees. The Board believes this diversity is demonstrated in the range of experiences, attributes and skills of the current members of the Board. The Board believes that such diversity is important because it provides varied perspectives, which promotes active and constructive discussion among Board members and between the Board and management, resulting in more effective oversight of management's formulation and implementation of strategic initiatives. The Board believes that directors should contribute positively to the existing chemistry and collaborative culture among the Board members. The Board also believes that its members should possess a commitment to the success of the Company, proven leadership qualities, sound judgment and a willingness to engage in constructive debate. While we have no formal policy on director diversity, the Corporate Governance and Nominating Committee seeks directors who have these qualities to achieve an ultimate goal of a well-rounded Board that functions well as a team, something which is critically important to the Company. In determining whether an incumbent director should stand for reelection, the Corporate Governance and Nominating Committee considers the above factors, as well as that director's personal and professional integrity, attendance, preparedness, participation and candor, the individual's satisfaction of the criteria for the nomination of directors set forth in our Corporate Governance Guidelines and other relevant factors as determined by the Board. Periodically, the Corporate Governance and Nominating Committee reviews the Company's short- and long-term business plans to gauge what additional current and future skills and experience may be required of the Company's Board and any future Board candidates. The Corporate Governance and Nominating Committee seeks to use the results of the assessment process as it identifies and recruits potential director candidates.

Mr. Barger is our President and Chief Executive Officer. He has served as our Chief Executive Officer since May 2007 and our President since June 2009. He previously served as our President from August 1998 until September 2007, and as our Chief Operating Officer from August 1998 until March 2007. Mr. Barger is a member of the team that founded JetBlue. Mr. Barger is currently serving as the Chair of the FAA's NextGen Advisory Committee for a two year term that expires in 2012. Mr. Barger is on the Executive Committee and the Board of Governors of the Flight Safety Foundation, as well as with Pencil, a non-profit organization devoted to improving public education in New York City. He is a past president of the Wings Club, a New York based aviation group. Mr. Barger is also a co-Chair of generationON, an organization dedicated to helping young people get involved in their communities. Mr. Barger does not presently serve on other U.S. public company boards and has not served on another U.S. public company board within the past five years. As a senior airline executive, Mr. Barger's qualifications and experience include airline operational experience, knowledge of the competitive landscape, talent management, general airline industry knowledge and crewmember relations experience.

Mr. Bischof is a Member of the Lufthansa German Airlines Board as of April 2011. His area of responsibility within the Board is Sales, Revenue Management and International Operations. Mr. Bischof has been with Deutsche Lufthansa AG since 1990. He worked in various positions in cargo operations and in corporate procurement before he was appointed Vice President, Corporate Procurement and Supply Management in 2000. In 2005 and 2006 he led the post-merger integration of SWISS Intl. Airlines into the Lufthansa Group. As of September 2006 through March, 2011 he served as Vice President, The Americas and was responsible for all commercial activities of Deutsche Lufthansa AG in North and South America. Mr. Bischof is being nominated to our Board of Directors in connection with Deutsche Lufthansa AG's purchase of approximately 19% of our common stock in 2008. Deutsche Lufthansa AG nominated Mr. Bischof for the appointment following Dr. Franz's notice of

Table of Contents

resignation. As a senior airline executive, Mr. Bischof's qualifications and experience include sales, marketing, revenue management, airline operations, cargo operations, procurement as well as general airline industry knowledge.

Mr. Boneparth has been a Senior Advisor of Irving Capital Partners, a private equity group, since February 2009. He served as president and CEO of the Jones Apparel Group from 2002 to 2007. Mr. Boneparth is a director of Kohl's Corporation. Within the past five years, Mr. Boneparth also served as a director of Jones Apparel Group Inc. As a senior retail executive, Mr. Boneparth's qualifications and experience include finance and investment experience, talent management, international business experience, knowledge of brand enhancement and customer service, oversight of risk management and crewmember relations.

Mr. Checketts has been an independent investor and Chairman of New York-based SCP Worldwide, an investment firm that focuses on sports, media and entertainment assets since 2001. From 1994 to 2001, Mr. Checketts was President and Chief Executive Officer of Madison Square Garden Corporation. From 1991 to 1994, Mr. Checketts was the President of the New York Knicks professional basketball team. From 1990 to 1991, he was Vice President of Development for the National Basketball Association. From 1984 to 1990, Mr. Checketts was President of the Utah Jazz professional basketball team. Within the past five years, Mr. Checketts also served as a director of McLeodUSA, Inc. and Citadel Broadcasting Corp. As an investor and Chairman of an investment firm, Mr. Checketts' qualifications and experience include business operations, finance and investment experience, knowledge of our competitive landscape, and experience with customer service, brand and talent management.

Ms. Gambale has been a Managing Partner of Azimuth Partners LLC, a strategic and advisory firm in the field of technology and data communications solutions, since 2003. Prior to starting Azimuth Partners, Ms. Gambale was a Partner at Deutsche Bank Capital and ABS Ventures from 1999 to 2003. Prior to that, she held the position of Chief Information Officer at Bankers Trust Alex. Brown and Merrill Lynch. Ms. Gambale serves as a director of Piper Jaffray Companies (term expected to end May 4, 2011). Within the past five years, Ms. Gambale also served as a director of Motive, Inc. As a former Chief Information Officer and a partner at a firm involved with technology and data communications, Ms. Gambale's qualifications and experience include the management of large scale, high transaction volume systems and technology infrastructure, as well as investing in innovative technologies and developing the ability to adapt and grow these technologies to significantly enhance the performance of operations, risk management and delivery of new products.

Mr. Gemkow is a member of the Deutsche Lufthansa AG Executive Board and its Chief Financial Officer, serving in that capacity since June 2006. Mr. Gemkow joined Deutsche Lufthansa AG in 1990, working initially in Corporate Organization and Strategic Corporate Development. He then moved on to work in various management capacities before serving as Area Sales Manager in Washington D.C. from 1994 to 1997. He subsequently took over as Head of Investor Relations, and in 2001 was appointed Senior Vice President Corporate Finance. In February 2004, Mr. Gemkow joined the Executive Board of Lufthansa Cargo AG, where he was responsible for Finance and Human Resources. He is a member of the Exchange Experts Commission advising the German Federal Ministry of Finance. Mr. Gemkow was appointed to our Board of Directors in connection with Deutsche Lufthansa AG's purchase of approximately 19% of our common stock in 2008. Deutsche Lufthansa AG nominated Mr. Gemkow for the appointment. Mr. Gemkow serves on the Board of GfK SE, a public company in Germany (term expected to end May 26, 2011). As the Chief Financial Officer of an international airline, Mr. Gemkow's experience and qualifications include finance and investment experience, airline operational experience, knowledge of the competitive landscape, experience with government and regulatory affairs, risk management, including commodities risk, customer service and brand enhancement, international experience and general airline industry knowledge.

General (Ret.) McChrystal is a 34-year U.S. Army veteran of multiple wars. Gen. McChrystal commanded the U.S. and NATO's security mission in Afghanistan, served as the director of the Joint

Table of Contents

Staff and was the Commander of Joint Special Operations Command, where he was responsible for the nation's deployed military counter terrorism efforts. Gen. McChrystal is a graduate of the United States Military Academy at West Point, the United States Naval Command and Staff College and was a military fellow at both the Council on Foreign Relations and the Kennedy School of Government at Harvard University. The General is currently teaching a seminar on leadership at the Jackson Institute for Global Affairs at Yale University and serves alongside his wife Annie on the Board of Directors for the Yellow Ribbon Fund, a non-profit organization committed to helping wounded veterans and their families. Mr. McChrystal is a director of Navistar International Corp. As a former senior military leader, Mr. McChrystal has experience in logistics, air traffic issues, talent management and experience with government and regulatory affairs.

Mr. Peterson is the founding partner of Peterson Partners, LLP, a private equity firm he founded in 1995. He is also the founding partner of Peterson Ventures, which manages a portfolio of small, early-stage investments. From 1973 to 1991, Mr. Peterson served in several positions at Trammell Crow Company, a commercial real estate service company, including Chief Executive Officer from 1988 to 1991 and Chief Financial Officer from 1977 to 1985. Mr. Peterson has taught at the Stanford Graduate School of Business since 1992 and serves as a director for the Center for Leadership Development and Research. Mr. Peterson is a director of Franklin Covey Co. As a private equity investor and former Chief Executive Officer and Chief Financial Officer of a commercial real estate service company, Mr. Peterson's qualifications and experience include knowledge of real estate, customer service, talent management and international experience.

Ms. Rhoades has served as the President of PeopleInk, Inc., a human resources consulting firm, since its inception in 1999. From 1999 through 2002, Ms. Rhoades served as our Executive Vice President, People. From 1995 to 1999, Ms. Rhoades was the Executive Vice President, Team Services for Promus Hotel/DoubleTree Hotels Corporation. From 1989 to 1995, Ms. Rhoades was the Vice President, People for Southwest Airlines. Ms. Rhoades is a director of P. F. Chang's China Bistro, Inc. Within the past five years, Ms. Rhoades also served as a director of Restoration Hardware, Inc. As the president of a human resources consulting firm and a former airline executive, Ms. Rhoades qualifications and experience include knowledge of our competitive landscape, experience in areas of customer service, talent management, brand enhancement and crewmember relations.

Mr. Sica has served as a Managing Partner at Tailwind Capital, a private equity firm, since 2006. From 2004 to 2005, Mr. Sica was a Senior Advisor to Soros Private Funds Management. During that period Mr. Sica was also President of Menemsha Capital Partners, Ltd., a private investment firm. From 2000 to 2003, Mr. Sica was President of Soros Private Funds Management LLC, which oversaw the direct real estate and private equity investment activities of Soros. In 1998, Mr. Sica joined Soros Fund Management, where he was a Managing Director responsible for Soros private equity investments. From 1988 to 1998, Mr. Sica was a Managing Director in Morgan Stanley's Merchant Banking Division. In 1996, Mr. Sica was elevated to co-CEO of Morgan Stanley's Merchant Banking Division. Prior to 1988, Mr. Sica was a Managing Director in Morgan Stanley's mergers and acquisitions department. From 1974 to 1977, Mr. Sica was an officer in the U.S. Air Force. Mr. Sica is a director of CSG Systems International, Inc., Safe Bulkers, Inc. and Kohl's Corporation. Within the past five years, Mr. Sica also served as a director of Emmis Communications Corp. and NorthStar Realty Finance Corporation. As a private equity investor, Mr. Sica's qualifications and experience include finance and investment experience, talent management, experience in the areas of real estate, technology, risk management oversight (including commodities risk), general airline industry knowledge and international business and finance experience.

Table of Contents

CORPORATE GOVERNANCE MATTERS

Corporate Governance Practices

One of JetBlue's core values is Integrity. As a company, we try to do the right thing for our stakeholders, including crewmembers, our customers, our stockholders and the communities in which we operate. One of the ways in which we try to live the value is through our governance practices, which are designed to enhance transparency for our stockholders and our crewmembers. We are known for innovation in areas of our business and we strive to bring those values of integrity and innovation into the governance arena as well. We have adopted the following practices in keeping with this goal:

Majority of Independent Directors. We have a majority of independent directors serving on our Board. We currently have only one employee director, Mr. Barger, our Chief Executive Officer and President, on the Board of eleven members.

Separation of Chairman of the Board and Chief Executive Officer. The Board recognizes that one of its key responsibilities is to evaluate and determine its optimal leadership structure so as to provide independent oversight of management. We believe that the interests of the Company and our stockholders are best served by separating the positions of Chief Executive Officer and Chairman of the Board. We believe this governance structure empowers both the Board of Directors and the Chief Executive Officer, and promotes balance between the authority of those who oversee our business and those who manage it on a day-to-day basis. In our independent Chairman, our Chief Executive Officer has a counterpart who can be a thought partner. We believe this corporate structure also permits the Board of Directors to have a healthy dynamic that enables them to function to the best of their abilities, individually and as a unit.

Annual Elections of Board Members. JetBlue's Bylaws provide that directors are elected annually.

Executive Compensation Recoupment Policy. Our Board of Directors has adopted a policy, often referred to as a claw-back policy, which requires reimbursement of all or a portion of any bonus, incentive payment, or equity-based award granted to or received by any executive officer and certain other officers after January 1, 2010 where: (a) the payment was predicated upon the achievement of certain financial results that were subsequently the subject of a restatement, (b) in the Board's view the executive engaged in willful misconduct that caused or partially caused the need for the restatement, and (c) a lower payment would have been made to the executive based upon the restated financial results.

Director Stock Ownership. Our Board of Directors has adopted a policy whereby directors hold their grants of director stock units throughout their tenure as a director. Vested equity is issued six months following the director's departure from the Board of Directors. Directors are no longer required to hold a specific number of shares of common stock since such a requirement would be redundant in light of our hold through retirement policy.

Director Resignation Policy. Our Board of Directors has adopted a policy whereby a director who receives more withheld votes than for votes in an uncontested election of directors is required to submit a resignation to the Board. The Board may either accept the resignation or disclose its reasons for not accepting the resignation in a report filed with the SEC within 90 days of the certification of election results. The policy is embedded in our governance guidelines and in our Bylaws.

Removal of Supermajority Provisions from our Charter Documents. As approved by our stockholders, we removed supermajority voting requirements from our Bylaws in order to give our stockholders a more meaningful vote in

various corporate matters.

Executive Compensation Practices. We strive for transparent and realistic compensation packages, as discussed more fully in the Compensation Discussion and Analysis, which starts on page 45.

Table of Contents

Retirement and Pension Practices. We do not provide our executives with significant post-employment retirement or pension benefits. We sponsor a retirement plan with a 401(k) component for all of our crewmembers.

Corporate Sustainability Practices. We have issued corporate sustainability reports which discuss our greenhouse gas emissions efforts, our environmental awareness programs which we call Jetting to Green and our community efforts, involving business partners in endeavors to, for example, build playgrounds, plant trees and donate books to the communities in which we live and work. More information on these efforts, and our corporate sustainability reports, is available at <http://www.jetblue.com/green>.

Corporate Governance Guidelines. We have adopted governance guidelines to help us maintain the vitality of our Board, including areas relating to Board and committee composition, annual meeting attendance, stockholder communication with the Board, qualifications and director candidate selection process including our policy on consideration of candidates recommended by stockholders and our Code of Business Conduct and our Values – Safety, Integrity, Caring, Fun and Passion. These guidelines are available at <http://investor.jetblue.com>.

Code of Business Conduct

We are committed to operating our business with high levels of accountability, integrity and responsibility. The Code of Business Conduct governs our affairs and is a means by which we commit ourselves to conduct our business in an honest and ethical manner. The Code governs the members of our Board of Directors and our crewmembers and includes provisions relating to how we strive to deal with each other, our business partners, our investors and the public. The Code is available at <http://investor.jetblue.com>. We intend to post any amendments and any waivers of our Code of Business Conduct on our website within four business days.

Stockholder Communications with the Board of Directors

Stockholders may communicate with our Board of Directors by sending a letter to the JetBlue Board of Directors, c/o Corporate Secretary, JetBlue Airways Corporation 118-29 Queens Boulevard, Forest Hills, New York 11375. The name of any specific intended director should be noted in the letter. Our Corporate Secretary will forward such correspondence to the intended recipient or as directed by such correspondence; however, our Corporate Secretary, prior to forwarding any correspondence, has the authority to disregard any communications he deems to be inappropriate, or to take any other appropriate actions with respect to such inappropriate communication.

Board Oversight of Risk

Our Board of Directors oversees the management of risks inherent in the operation of the Company's businesses and the implementation of its strategic plan. The Board of Directors performs this oversight role by using several different levels of review. In connection with its reviews of the operations of the Company's business and corporate functions, the Board addresses the primary risks associated with those units and functions. In addition, the Board reviews the risks associated with the Company's strategic plan at an annual strategic planning session and periodically throughout the year as part of its consideration of the strategic direction of the Company. Each of the Board's committees also oversees the management of Company risks that fall within that committee's areas of responsibility. In performing this function, each committee has full access to management, as well as the ability to engage advisors. In addition, the Board monitors the ways in which the Company attempts to prudently mitigate risks, to the extent reasonably practicable and consistent with the Company's long-term strategy.

The Company has an enterprise risk management program. The Audit Committee oversees the operation of the Company's enterprise risk management program, including the identification of the primary risks to the Company's business and interim updates of those risks, and periodically monitors

Table of Contents

and evaluates the primary risks associated with particular business units and functions. The Company's Vice President Audit and Process Effectiveness assists management in identifying, evaluating and implementing risk management controls and methodologies to address identified risks. In connection with its risk management role, at each of its meetings the Audit Committee meets privately with representatives from the Company's independent registered public accounting firm, the Company's Vice President Audit and Process Effectiveness and the Company's General Counsel. The Audit Committee provides reports to the Board which describe these activities and related conclusions. The Audit Committee periodically reports out to the Board the results of the enterprise risk management program and activities of management's risk committee.

As part of its oversight of the Company's executive compensation program, the Compensation Committee considers the impact of the Company's executive compensation program, and the incentives created by the compensation awards that it administers, on the Company's risk profile. Our management, with the Compensation Committee, reviews our compensation policies and procedures, including incentives that may create, and factors that may reduce, the likelihood of excessive risk taking, to determine whether such incentives and factors present a significant risk to the Company. The Chairs of our Audit Committee and our Compensation Committee reviewed this analysis.

BOARD MEETINGS AND BOARD COMMITTEE INFORMATION

The business of JetBlue is managed under the direction of our Board of Directors. It has responsibility for establishing broad corporate policies, counseling and providing direction to our management in the long-term interests of the Company, our stockholders, and for our overall performance. It is not, however, involved in our operating details on a day-to-day basis. The Board is kept advised of our business through regular reports and analyses and discussions with our Chief Executive Officer and other officers.

Independent Directors

Our Board of Directors currently has eleven members: David Barger, Peter Boneparth, David Checketts, Robert Clanin, Christoph Franz, Virginia Gambale, Stephan Gemkow, Stanley McChrystal, Joel Peterson, Ann Rhoades and Frank Sica. Mr. Clanin and Dr. Franz have decided to not stand for reelection at our annual meeting. Our Board has nominated Jens Bischof to replace Dr. Franz on our Board.

In connection with the annual meeting and the election of directors, our Board of Directors reviewed the independence of each director-nominee under the standards set forth in the Nasdaq listing standards. The Nasdaq definition of independent director includes a series of objective tests, such as the director is not, and was not during the last three years, an employee of the Company and has not received certain payments from, or engaged in various types of business dealings with, the Company. In addition, as further required by the Nasdaq listing standards, the Board has made a subjective determination as to each independent director that no relationships exist which, in the opinion of the Board, would interfere with such individual's exercise of independent judgment in carrying out his or her responsibilities as a director. In making these determinations, the Board reviewed and discussed information provided by the directors with regard to each director's business and personal activities as they may relate to JetBlue and our management. Our full Board affirmatively determined that each of Peter Boneparth, David Checketts, Virginia Gambale, Stanley McChrystal, Joel Peterson, Ann Rhoades and Frank Sica are independent. Based upon the Board's review, each of our Audit Committee, Compensation Committee, and Corporate Governance and Nominating Committee of the Board are comprised of directors who have been determined to be independent under the applicable Nasdaq listing standards and applicable rules and regulations of the SEC. Messrs. Barger, Bischof and Gemkow are not independent as defined.

Table of Contents***Board Structure and Meetings***

Our Board of Directors conducts its business through meetings of the Board and through activities of its committees. The Board of Directors and its committees meet throughout the year on a set schedule and also hold special meetings and act by written consent from time to time as appropriate. Board agendas include regularly scheduled executive sessions of the non-management directors to meet without the presence of management, which are presided over by our Chairman of the Board, who is currently Joel Peterson. Our Board of Directors currently has an Audit Committee, a Compensation Committee, a Corporate Governance and Nominating Committee and an Airline Safety Committee. The Board has delegated various responsibilities and authority to different committees of the Board. From time to time, the Board of Directors appoints ad hoc committees to oversee special projects for the Board. Committees regularly report on their activities and actions to the full Board of Directors. Members of the Board have access to all of our crewmembers outside of Board meetings. The Board of Directors held a total of five meetings during 2010. All of the directors attended at least 75% of the total number of meetings of the Board and of each committee at the times when he or she was a member of the Board or such committee during fiscal 2010. The Company has a policy encouraging at least a majority of our directors to attend each annual meeting of stockholders. Nine members of our Board of Directors attended our 2010 annual meeting of stockholders held on May 20, 2010

Committee Membership as of December 31, 2010

Director	Audit Committee	Compensation Committee	Corporate Governance and Nominating Committee	Airline Safety Committee
David Barger				X
Peter Boneparth	X			
David Checketts		X		
Robert Clanin(1)	Chair			
Christoph Franz				
Virginia Gambale	X			
Stephan Gemkow				X
Stanley McChrystal(1)				
Joel Peterson(1)		X	Chair	
Ann Rhoades		Chair		
Frank Sica			X	Chair

(1) As of February 2011, Gen. McChrystal was appointed to serve on each of the Compensation, Corporate Governance and Nominating and Airline Safety Committees. Mr. Peterson is expected to resign from the Compensation Committee following the annual meeting. Mr. Clanin has advised the Board of Directors that he will not stand for reelection at the 2011 annual meeting.

Audit Committee

On behalf of the Board of Directors, the Audit Committee oversees (i) the integrity of our financial statements, (ii) the appointment, compensation, qualifications, independence and performance of our independent registered public accounting firm, (iii) compliance with ethics policies and legal and regulatory requirements, (iv) the performance of our internal audit function, and (v) our financial reporting process and systems of internal accounting and financial

controls. The Audit Committee operates under a written charter, which was adopted by the Board of Directors and is available on our website at <http://investor.jetblue.com>. The current members of the Audit Committee are Peter Boneparth, Robert Clanin (Chair), and Virginia Gambale, each of whom is an independent director within the meaning of the applicable rules and regulations of the SEC and Nasdaq. As noted above,

Table of Contents

Mr. Clanin is not standing for reelection at the annual meeting. The Board of Directors expects to appoint a new Audit Committee chair, fill Mr. Clanin's seat on the Audit Committee with an independent Board member and designate a new audit committee financial expert at its Board meeting immediately following the 2011 annual meeting. The Board has also determined that each member of the Audit Committee is financially literate within the meaning of the Nasdaq listing standards. In addition, the Board of Directors determined that Mr. Clanin is an audit committee financial expert as defined under applicable SEC rules. The Audit Committee met eight times during fiscal 2010. A report of the Audit Committee is set forth on page 24 of this proxy statement.

Compensation Committee

The Compensation Committee determines our compensation policies and the level and forms of compensation provided to our Board members and executive officers, as discussed more fully under Compensation Discussion and Analysis beginning on page 45 of this proxy statement. The Compensation Committee also reviews bonuses paid to crewmembers who are not members of the Board or executive officers. In addition, the Compensation Committee reviews and approves stock-based compensation for our directors, officers and employees, and oversees the administration of our Amended and Restated 2002 Stock Incentive Plan, Amended and Restated 2002 Crewmember Stock Purchase Plan, and our profit sharing and 401(k) retirement plan. The charter of the Compensation Committee is available on our website at <http://investor.jetblue.com>. The current members of the Compensation Committee are David Checketts, Stanley McChrystal, Joel Peterson and Ann Rhoades (Chair), each of whom is an independent director within the meaning of the applicable Nasdaq rules. Mr. Peterson is cycling off the Compensation Committee following the annual meeting. The Compensation Committee met six times during fiscal 2010. A report of the Compensation Committee is set forth below on page 54 of this proxy statement.

Our Compensation Committee has retained Semler Brossy Consulting Group LLC as its independent compensation consultant. As discussed in the Compensation Discussion and Analysis section, beginning on page 45 of this proxy statement, in 2010, Semler Brossy Consulting Group LLC provided management with peer market competitive data to assist in setting the named executive officers' total direct compensation. Semler Brossy also regularly provides the Compensation Committee with feedback and suggestions on compensation plan design and structure.

Corporate Governance and Nominating Committee

The Corporate Governance and Nominating Committee is responsible for developing our corporate governance policies and procedures, and for recommending those policies and procedures to the Board for adoption. This Committee also is responsible for making recommendations to the Board regarding the size, structure and functions of the Board and its committees. The Corporate Governance and Nominating Committee identifies and recommends new director nominees in accordance with selection criteria established by the Board. This Committee also is responsible for conducting the annual evaluation of the performance of the Board, its committees and each director. The charter of the Corporate Governance and Nominating Committee is available on our website at <http://investor.jetblue.com>. The current members of the Corporate Governance and Nominating Committee are Stanley McChrystal, Joel Peterson (Chair) and Frank Sica, each of whom is an independent director within the meaning of applicable Nasdaq rules. The Corporate Governance and Nominating Committee met four times during fiscal 2010.

Airline Safety Committee

The Airline Safety Committee is responsible for oversight of our flight safety operations and reports to the Board of Directors on such topics. The charter of the Airline Safety Committee is available on our website at <http://investor.jetblue.com>. The current members of the Airline Safety Committee are David Barger, Stephan Gemkow, Stanley McChrystal and Frank Sica (Chair). The Airline Safety Committee met two times during fiscal 2010.

Table of Contents

Board Candidate Nominations

In evaluating and determining whether to nominate a candidate for a position on our Board, the Corporate Governance and Nominating Committee will consider, among other criteria, integrity and values, relevant experience, diversity, and commitment to enhancing stockholder value. Candidates may come to the attention of the Corporate Governance and Nominating Committee from current Board members, stockholders, officers or other recommendation, and the committee reviews all candidates in the same manner regardless of the source of the recommendation.

The Corporate Governance and Nominating Committee will consider stockholder recommendations of candidates when the recommendations are properly submitted in accordance with the provisions of our Bylaws. A stockholder who wishes to recommend a prospective nominee for our Board should notify the Company's Corporate Secretary in writing at JetBlue Airways Corporation, 118-29 Queens Boulevard, Forest Hills, New York 11375. The notice must be timely and must set forth certain information specified in the Bylaws about the stockholder and the proposed action.

Compensation Committee Interlocks and Insider Participation

Except as specified below, none of the current members of our Compensation Committee (whose names appear under Report of the Compensation Committee) is, or has ever been, an officer or employee of the Company or any of its subsidiaries. In addition, during the last fiscal year, no executive officer of the Company served as a member of the Board of Directors or the compensation committee of any other entity that has one or more executive officers serving on our Board or our Compensation Committee. Ms. Rhoades, the Chair of our Compensation Committee, served as an officer of the Company until 2001.

Table of Contents**DIRECTOR COMPENSATION**

Director compensation is evaluated and determined by the Compensation Committee of our Board of Directors. The following table summarizes compensation paid to our non-employee directors during the fiscal year ended December 31, 2010. The footnotes and narrative discussion following the table describe details of each form of compensation paid to our directors and other material factors relating to this compensation.

Name (a)	Fees Earned or		Option	Total (h)
	Paid in Cash (b)	Stock Awards (c)	Awards (d)	
	(\$)	\$(1)	\$(2)	(\$)
David Barger(3)				
Peter Boneparth	48,000	34,997		82,997
David Checketts	44,000	34,997		78,997
Robert Clanin	66,000	34,997		100,997
Kim Clark(4)	20,500			20,500
Christoph Franz	41,000	34,997		75,997
Virginia Gambale	45,000	34,997		79,997
Stephan Gemkow	42,000	34,997		76,997
Stanley McChrystal(5)	9,750			9,750
Joel Peterson	54,000	34,997		88,997
Ann Rhoades	51,000	34,997		85,997
Frank Sica	51,000	34,997		85,997

(1) Includes 5,775 deferred stock units granted on May 26, 2010. At December 31, 2010, 19,454 deferred stock units remained outstanding for each of Ms. Gambale, Ms. Rhoades and Messrs. Checketts, Clanin, Franz, Gemkow, Peterson, and Sica and 12,454 for Mr. Boneparth. Reflects the grant date fair value of the deferred common stock units based on JetBlue's stock price on the grant date as computed in accordance with Financial Accounting Standards Board Accounting Standards Codification 718, Compensation - Stock Compensation (FASB ASC Topic 718). Please refer to Note 7 to our consolidated financial statements in our Annual Report on Form 10-K for the year ended December 31, 2010, as filed with the SEC, for further discussion related to the assumptions used in our valuation. For information on the valuation assumptions with respect to grants made prior to 2010, please refer to the notes to our financial statements in our applicable Annual Report on Form 10-K.

(2) The Company granted no stock options in 2010. As of December 31, 2010, 54,000 options remained outstanding for each of Messrs. Checketts, Clanin and Franz, 67,500 options remained outstanding for each of Ms. Gambale and Ms. Rhoades, and 121,500 options remained outstanding for each of Messrs. Clark, Peterson and Sica.

(3) Mr. Barger is an employee of the Company and accordingly, does not receive any compensation for his director service to the Company. His compensation is reported in the Summary Compensation Table on page 55 of this proxy statement.

(4)

Mr. Clark served on our Board of Directors until May 20, 2010. His options, all of which have vested, expire one year from his resignation date.

- (5) Gen. McChrystal joined our Board of Directors in November 2010. He received an initial grant of 5,804 deferred stock units on February 16, 2011.

Our Board compensation package is composed of an annual retainer fee of \$35,000 (paid quarterly in advance), a per meeting fee of \$1,000 for each Board and committee meeting attended (in person or telephonically), and an annual equity grant of \$35,000 of deferred common stock units, determined at fair market value, payable to directors serving on the Board of Directors on the grant date. Commencing in 2010, new directors received an initial equity grant of \$35,000 of deferred common stock units

Table of Contents

which vest equally over a three-year period commencing on the anniversary of the initial grant date. Beginning in 2011, the annual director grants vest on the one year anniversary of the grant date. All vested director deferred stock units must be held by the director until six months following his or her departure from our Board. The Audit Committee chair receives an additional \$20,000 annual retainer and the chairs of our other standing Board committees each receive an additional \$5,000 annual retainer. The proposed cash-to-equity allocation of this package is 60% to 40%, with the objective of paying total annual compensation of approximately \$80,000 per Board member to each director who is not a committee chair; this targeted amount assumes attendance at all meetings of the Board and the standing committees on which the director serves. We believe this compensation package will better enable us to recruit and retain qualified directors. Our non-employee directors will continue to receive flight benefits and reimbursement of expenses, as set forth below.

Prior to the restructuring of our director compensation program in 2008, each of our non-employee Board members received an initial option to purchase 54,000 shares of our common stock pursuant to the automatic option grant program under our Amended and Restated 2002 Stock Incentive Plan, either (i) on the effective date of our 2002 initial public offering or (ii) upon their appointment to the Board of Directors. Options had an exercise price equal to the closing price on the grant date. All director options have a term of ten years, subject to earlier termination following the director's cessation of Board service. The initial grant of option shares vested in a series of four successive annual installments upon the director's completion of each year of Board service over the four-year period measured from the grant date. In addition, until the 2008 annual meeting of stockholders, each non-employee Board member continuing to serve as a non-employee Board member following the annual meeting of stockholders was automatically granted an option to purchase 13,500 shares of our common stock, provided such individual served on our Board for at least six months. The shares subject to each annual 13,500 share automatic option grant had an exercise price equal to the average market price per share of our common stock on the grant date and vest upon the director's completion of one year of Board service measured from the grant date. Any vested but unexercised options are exercisable for a period of twelve months following the cessation of the director's Board service. The shares subject to each automatic option grant will immediately vest in full upon certain changes in control or ownership, or upon the director's death or disability while a Board member. The initial option grants were terminated when the Board adopted the revised compensation package in May 2008. Starting with 2008, the directors serving on the grant date each received a grant of \$35,000 fair market value as of the grant date of deferred common stock units.

In 2010, Mr. Peterson and Ms. Rhoades each donated the cash portion of their Board compensation, and Mr. Sica donated \$4,000 of the cash portion of his Board compensation, to the JetBlue Crewmember Crisis Fund, a non-profit organization that assists JetBlue crewmembers facing emergency hardship situations.

As is customary in the airline industry, all members of the Board of Directors and their immediate family may travel without charge on our flights.

We reimburse our directors, including those who are full-time crewmembers who serve as directors, for expenses incurred in attending meetings. In 2010, no directors (including their family members) received \$10,000 or more in aggregate perquisites or other personal benefits (including the value of flight benefits). We do not provide tax gross-up payments to members of our Board of Directors.

Table of Contents**SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED SHAREHOLDER MATTERS**

The following table sets forth certain information known to the Company regarding the beneficial ownership of its common stock as of March 31, 2011, by (i) each person known by the Company to be the beneficial owner of more than 5% of the outstanding shares of its common stock, (ii) each of our directors, (iii) each of our named executive officers and (iv) all of our executive officers and directors serving as of March 31, 2011, as a group. We have one class of voting securities outstanding which is entitled to one vote per share, subject to the limitations on voting by non-U.S. citizens described below under Additional Information. All share and option amounts and share prices and option exercise prices contained in this proxy statement have been adjusted for our December 2002, November 2003 and December 2005 three-for-two stock splits.

Executive Officers and Directors	Common Stock Beneficially Owned and Shares Individuals Have the Right to Acquire within 60		Percent of Class
	Days(1)	Total(2)	
David Barger(3)	1,089,635	1,303,791	*
Edward Barnes	67,711	179,796	*
Robin Hayes	74,541	225,578	*
James Hnat	112,274	224,359	*
Robert Maruster	100,016	223,405	*
Peter Boneparth		12,454	*
David Checketts	54,000	73,454	*
Robert Clanin	54,000	73,454	*
Christoph Franz	54,000	73,454	*
Virginia Gambale	67,500	86,954	*
Stephan Gemkow		19,454	*
Stanley McChrystal		5,804	*
Joel Peterson	771,246	790,700	*
Ann Rhoades	152,822	172,276	*
Frank Sica	190,144	209,598	*
All executive officers and directors as a group (15 persons)	2,787,889	3,674,531	*
5% Stockholders			
BlackRock Inc.(4)		19,572,577	6.6%
Deutsche Lufthansa AG(5)		46,704,967	15.8%
Donald Smith & Co., Inc.(6)		19,001,463	6.4%
FMR LLC(7)		44,109,328	14.9%
Goldman Sachs Asset Management(8)		17,593,003	5.9%
PRIMECAP Management Company(9)		14,848,410	5.0%
Wellington Management Company, LLP(10)		16,678,226	5.6%

Whitebox Advisors, LLC(11)

22,655,358

7.7%

* Represents ownership of less than one percent.

Table of Contents

- (1) This column lists beneficial ownership of voting securities as calculated under SEC rules. Except as otherwise indicated in the footnotes to this table, and subject to applicable community property laws, the persons named in the table have sole voting and investment power with respect to all shares of common stock shown as beneficially owned by them. In accordance with SEC rules, this column also includes shares that may be acquired pursuant to stock options that are exercisable within 60 days of March 31, 2011 as follows: Mr. Barger (223,707), Mr. Barnes (22,500), Mr. Checketts (54,000), Mr. Clanin (54,000), Mr. Franz (54,000), Ms. Gambale (67,500), Mr. Hnat (82,125), Mr. Maruster (72,000), Mr. Peterson (121,500), Ms. Rhoades (67,500) and Mr. Sica (121,500). Mr. Franz options to purchase 54,000 shares of common stock are immediately exercisable pursuant to our Amended and Restated 2002 Stock Incentive Plan, of which 18,000 shares of which are subject to our right of repurchase, which right lapses in equal installments in 2012 and 2013. Unless otherwise indicated, the address of each person listed in the table is c/o JetBlue Airways Corporation, 118-29 Queens Boulevard, Forest Hills, New York 11375. All executive officers and directors as a group beneficially own, or have the right to acquire within 60 days, less than 1% of the outstanding common stock.
- (2) This column shows the individual's total JetBlue stock-based holdings, including the voting securities shown in the Common Stock Beneficially Owned and Shares Individuals Have the Right to Acquire within 60 Days column (as described in footnote 1), plus non-voting interests including, as appropriate, deferred stock units, RSUs and stock options which will not vest or become exercisable within 60 days. If all of the equity represented in the Total column were to vest and/or be exercised (with no equity cancelled or forfeited), all executive officers and directors, as a group, would own 1.24% of the outstanding common stock.
- (3) As of the record date, Mr. Barger has a margin account with 524,667 shares in conjunction with a brokerage account.
- (4) The information reported is based on a Schedule 13G/A dated January 21, 2011, as filed with the SEC, in which BlackRock, Inc. and certain of its subsidiaries reported that it had sole voting and sole dispositive power over all of the shares. The principal business address of BlackRock, Inc. is 40 East 52 St., New York, NY 10022.
- (5) The information reported is based on a Schedule 13G dated January 22, 2008, as filed with the SEC, in which Deutsche Lufthansa AG reported that it held sole voting and dispositive power over 42,589,347 shares. Additional shares listed above are based on the Company's records following a public equity offering in June 2009, in which Deutsche Lufthansa AG participated. The principal business address of Deutsche Lufthansa AG is Von-Gablenz-Strasse 2-6, 50679 Koln, Germany.
- (6) The information reported is based on a Schedule 13G dated February 11, 2011, as filed with the SEC, in which Donald Smith & Co., Inc. reported that it had sole voting power over 911,432,233 shares and sole dispositive power over 19,001,463 shares. This number includes 54,424 shares (sole voting power) and 19,001,463 (sole dispositive power) owned by Donald Smith Long/Short Equities Fund, L.P. The principal business address of Donald Smith & Co., Inc. is 152 West 57th Street, New York, NY 10019. Because the 911,432,233 number exceeds our authorized common stock, we believe it to be in error.
- (7) The information reported is based on a Schedule 13G/A dated February 11, 2011, as filed with the SEC, in which FMR Corp. and certain of its affiliates reported that FMR LLC, a parent holding company, and Edward C. Johnson, 3d, the chairman of FMR LLC, had sole dispositive power over all of the shares, sole voting power over 381,794 of such shares and shared voting power over none of the shares. The 44,109,328 share number includes (a) 43,727,534 shares beneficially owned

Table of Contents

by Fidelity Management & Research Company, as a result of acting as investment advisor to various investment companies (which includes 45,013 shares of common stock resulting from the assumed conversion of \$220,000 principal amount of JetBlue Airways Corporation 6.75% convertible debentures series D due 2039), (b) 29,384,923 shares owned by Fidelity Growth Company Fund, (c) 327,365 shares owned by Pyramis Global Advisors, LLC, a wholly owned subsidiary of FMR LLC (which includes 327,365 shares of common stock resulting from the assumed conversion of \$1,600,000 principal amount of JetBlue Airways Corporation 6.75% convertible debentures series D due 2039), and (d) 54,429 shares held by Pyramis Global Advisors Trust Company (which includes 36,829 shares of common stock resulting from the assumed conversion of \$180,000 principal amount of JetBlue Airways Corporation 6.75% convertible debentures series D due 2039). The principal business address of each of FMR LLC and Fidelity Management & Research Company is 82 Devonshire Street, Boston, MA 02109. The principal business address of each of Pyramis Global Advisors, LLC and Pyramis Global Advisors Trust Company is 900 Salem Street, Smithfield, RI 02917.

- (8) The information reported is based on a Schedule 13G dated February 8, 2011, as filed with the SEC, in which Goldman Sachs Asset Management, L.P. and GS Investment Strategies, LLC reported that it had sole dispositive power over no shares, shared voting power over 16,477, 665 shares and shared dispositive power over 17,593,003 shares. The principal business address of Goldman Sachs Asset Management, L.P. and GS Investment Strategies, LLC is 200 West Street, New York, NY 10282.
- (9) The information reported is based on a Schedule 13G dated March 9, 2011, as filed with the SEC, in which PRIMECAP Management Company reported that it held sole voting power over 8,504,610 shares and sole dispositive power over 14,848,410 shares and no shared voting or dispositive power. The principal business address of PRIMECAP Management Company is 225 South Lake Ave., #400, Pasadena, CA 91101.
- (10) The information reported is based on a Schedule 13G/A dated February 14, 2011, as filed with the SEC, in which Wellington Management Co. LLP reported that it held sole dispositive power over no shares, shared voting power over 10,041,242 shares and shared dispositive power over 16,678,226 shares. The principal business address of Wellington Management Co. LLP is 280 Congress Street, Boston, MA 02210.
- (11) The information reported is based on a Schedule 13G/A dated February 11, 2011, as filed with the SEC, in which Whitebox Advisors, LLC (WA) reported that it had shared voting and shared dispositive power over 22,655,358 shares. This number includes (a) 22,655,358 shares acting as investment advisor to its client, (b) 9,871,798 shares deemed beneficially owned by Whitebox Multi-Strategy Advisors, LLC (WMSA), (c) 9,871,798 shares deemed beneficially owned by Whitebox Multi-Strategy Partners, L.P.(WMSP) as a result of its ownership of convertible bonds and common stock, (d) 9,871,798 shares deemed beneficially owned by Whitebox Multi-Strategy Fund, L.P. (WMSFLP) as a result of its indirect ownership of convertible bonds and common stock, (e) 9,871,798 shares deemed beneficially owned by Whitebox Multi-Strategy Fund, Ltd. (WMSFLTD) as a result of its indirect ownership of convertible bonds and common stock, (f) 7,662,632 shares deemed beneficially owned by Whitebox Concentrated Convertible Arbitrage Advisors, LLC (WCCAA), (g) 7,662,632 shares deemed beneficially owned by Whitebox Concentrated Convertible Arbitrage Partners, L.P. (WCCAP) as a result of its ownership of convertible bonds, (h) 7,662,632 shares deemed beneficially owned by Whitebox Concentrated Convertible Arbitrage Fund, L.P. (WCCAFLP) as a result of its indirect ownership of convertible bonds, (i) 7,662,632 shares deemed beneficially owned by Whitebox Concentrated Convertible Arbitrage Fund, Ltd. (WCCAFLTD) as a result of its indirect ownership of convertible bonds, (j) 3,755,040 shares deemed beneficially owned by Pandora Select Advisors, LLC (PSA), (k) 3,755,040 shares deemed beneficially owned by Pandora Select Partners, L.P. (PSP) as a result of its ownership of convertible bonds, (l) 3,755,040 shares deemed beneficially owned by

Table of Contents

Pandora Select Fund, LP (PSFLP) as a result of its indirect ownership of convertible bonds, (m) 3,755,040 shares deemed beneficially owned by Pandora Select Fund, Ltd. (PSFLTD) as a result of its indirect ownership of convertible bonds, (n) 443,228 shares deemed beneficially owned by HFR RVA Combined Master Trust (HFR) as a result of its ownership of convertible bonds, and (o) 922,659 shares beneficially owned by IAM Mini-fund 14 Limited (IAM). WA, WMSA, WMSFLP, WMSFLTD, WCCAA, WCCAFLP, WCCAFLTD, PSA, PSFLP and OSFLTD each disclaim indirect beneficial ownership of the shares of common stock except to the extent of their pecuniary interest therein. The principal business address of WA, WMSA, WMSFLP, WCCAA, WCCAFLP, PSA, and PSFLP is 3033 Excelsior Blvd., Suite 300, Minneapolis, MN 55416. The principal business address of WMSP, WMSFLTD, WCCAP, WCCAFLTD, PSP and PSFLTD is Trident Chambers, P. O. Box 146, Waterfront Drive, Wickhams Cay, Road Town, Tortola, British Virgin Islands. The principal business address of HFR is 65 Front Street, Hamilton, HM 11, Bermuda. The principal business address of IAM is Boundary Hall, Cricket Square, George Town, Grand Cayman, KY1-1102 Cayman Islands.

Table of Contents**PROPOSAL 2 RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

The Audit Committee of the Board has appointed Ernst & Young LLP as the independent registered public accounting firm to audit the Company's consolidated financial statements and internal control over financial reporting for the fiscal year ending December 31, 2011. Representatives of Ernst & Young LLP will be present at the annual meeting to respond to appropriate questions from stockholders and make a statement if desired.

While the Audit Committee retains Ernst & Young LLP as our independent registered public accounting firm, the Board of Directors is submitting the selection of Ernst & Young LLP to the stockholders for ratification.

Unless contrary instructions are given, shares represented by proxies solicited by the Board will be voted for the ratification of the selection of Ernst & Young LLP as our independent registered public accounting firm for the year ending December 31, 2011. If the selection of Ernst & Young LLP is not ratified by the stockholders, the Audit Committee will reconsider the matter. Even if the selection of Ernst & Young LLP is ratified, the Audit Committee in its discretion may direct the appointment of a different independent registered public accounting firm at any time during the year if it determines that such a change is in our best interests.

Fees to Independent Registered Public Accounting Firm

The following table presents fees for professional services rendered by Ernst & Young LLP for the years ended December 31, 2010 and 2009, respectively, and fees billed for other services rendered by Ernst & Young LLP during those periods.

	2010	2009
Audit fees(1)	1,396,400	1,545,200
Audit-related fees(2)	52,200	100,200
Tax fees(3)	61,363	144,235
All other fees		
Total	1,509,963	1,789,635

- (1) Include fees related to: (a) the integrated audit of our consolidated financial statements and internal control over financial reporting; (b) the review of the interim consolidated financial statements included in quarterly reports; (c) services that are normally provided by Ernst & Young LLP in connection with statutory and regulatory filings or engagements and attest services, except those not required by statute or regulation; and (d) consultations concerning financial accounting and reporting standards.
- (2) Audit-related services principally include fees for audit and attest services that are not required by statute or regulation.
- (3) Include fees for tax services, including tax compliance, tax advice and tax planning.

Pre-Approval Policies and Procedures

The Audit Committee has adopted a policy that requires advance approval of all audit, audit-related, tax and other services performed by our independent registered public accounting firm. This policy provides for pre-approval by the Audit Committee of all audit and permissible non-audit services before the firm is engaged to perform such services. The Audit Committee is authorized from time to time to delegate to one of its members the authority to grant pre-approval of permitted non-audit services, provided that all decisions by that member to pre-approve any such services must be subsequently reported, for informational purposes only, to the full Audit Committee.

OUR BOARD OF DIRECTORS RECOMMENDS THAT STOCKHOLDERS VOTE FOR RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL 2011.

Table of Contents

AUDIT COMMITTEE REPORT

The Audit Committee of the JetBlue Board of Directors is comprised of three non-employee directors, each of whom, in the Board's business judgment, is independent within the meaning of the applicable rules and regulations of the SEC and Nasdaq. The Audit Committee oversees on behalf of the Board of Directors the Company's accounting, auditing and financial reporting processes. The Committee has the resources and authority it deems appropriate to discharge its responsibilities.

Management has the primary responsibility for the Company's financial statements and financial reporting process, including establishing, maintaining and evaluating disclosure controls and procedures; and establishing, maintaining and evaluating internal control over financial reporting and evaluating any changes in controls and procedures. The Company's independent registered public accounting firm, Ernst & Young LLP, is responsible for performing an independent audit of the Company's consolidated financial statements in accordance with generally accepted auditing standards and issuing a report relating to their audit; as well as expressing an opinion on (i) management's assessment of the effectiveness of internal control over financial reporting and (ii) the effectiveness of internal control over financial reporting. In fulfilling its responsibilities, the Audit Committee held meetings throughout 2010 with Ernst & Young LLP in private without members of management present.

In this context, the Audit Committee has reviewed and discussed the Company's audited consolidated financial statements with management and its independent registered public accounting firm. Management represented to the Audit Committee that the Company's consolidated financial statements were prepared in accordance with accounting principles generally accepted in the United States, and the Committee has reviewed and discussed the consolidated financial statements with management and the independent registered public accounting firm.

The Audit Committee discussed with the Company's independent registered public accounting firm the matters required to be discussed by the Statement on Auditing Standards No. 61 (as amended), as adopted by Public Company Accounting Oversight Board (PCAOB) in Rule 3200T. Ernst & Young LLP also provided to the Audit Committee the written disclosures and letter regarding their independence required by applicable requirements of the PCAOB regarding the independent accountant's communications with the audit committee concerning independence. The Audit Committee also discussed with Ernst & Young LLP their independence from JetBlue and its management, and considered whether the non-audit services provided by the independent registered public accounting firm to the Company are compatible with maintaining the firm's independence.

JetBlue also has an internal audit department that reports to the Audit Committee. The Audit Committee reviews and approves the internal audit plan once a year and receives updates of internal audit results throughout the year.

In reliance on the review and discussions referred to above, the Audit Committee recommended to the Board of Directors (and the Board of Directors approved) that the Company's audited financial statements be included in JetBlue's Annual Report on Form 10-K for the year ended December 31, 2010 as filed with the SEC. In addition, the Audit Committee and the Board have also recommended, subject to stockholder ratification, the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2011.

The Audit Committee reviews and assesses the adequacy of its charter on an annual basis. While the Audit Committee believes that the charter in its present form is adequate, it may in the future

Table of Contents

recommend to the Board of Directors amendments to the charter to the extent it deems necessary to react to changing conditions and circumstances.

Audit Committee of JetBlue
Peter Boneparth
Robert Clanin, Chair
Virginia Gambale

The Audit Committee Report does not constitute soliciting material, and shall not be deemed to be filed or incorporated by reference into any other Company filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, except to the extent that the Company specifically incorporates the Audit Committee Report by reference therein.

Table of Contents

**PROPOSAL 3 APPROVAL OF JETBLUE AIRWAYS CORPORATION 2011 INCENTIVE
COMPENSATION PLAN**