

AMAZON COM INC

Form 4

February 18, 2015

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Zapolsky David

(Last) (First) (Middle)

PO BOX 81226

(Street)

SEATTLE, WA 98108-1226

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
AMAZON COM INC [AMZN]

3. Date of Earliest Transaction
(Month/Day/Year)
02/15/2015

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify
below) below)

Senior Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$.01 per share	02/15/2015		M	866	A \$ 0	5,514	D
Common Stock, par value \$.01 per share	02/15/2015		M	303	A \$ 0	5,817	D
Common Stock, par	02/15/2015		M	16	A \$ 0	5,833	D

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value
\$.01 per
share

Common
Stock, par

value	02/15/2015	M	958	A	\$ 0	6,791	D
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\$.01 per
share

Common
Stock, par

value	02/17/2015	<u>S⁽¹⁾</u>	500	D	\$ <u>373.41</u> ₍₂₎	6,291	D
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\$.01 per
share

Common
Stock, par

value	02/17/2015	<u>S⁽¹⁾</u>	681	D	\$ <u>374.4597</u> ₍₃₎	5,610	D
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\$.01 per
share

Common
Stock, par

value	02/17/2015	<u>S⁽¹⁾</u>	330	D	\$ <u>375.4994</u> ₍₄₎	5,280	D
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\$.01 per
share

Common
Stock, par

value	02/17/2015	<u>S⁽¹⁾</u>	300	D	\$ <u>376.73</u> ₍₅₎	4,980	D
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\$.01 per
share

Common
Stock, par

value	02/17/2015	<u>S⁽¹⁾</u>	232	D	\$ <u>378.8055</u> ₍₆₎	4,748	D
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\$.01 per
share

Common
Stock, par

value	02/17/2015	<u>S⁽¹⁾</u>	100	D	\$ 379.75	4,648	D
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\$.01 per
share

Common
Stock, par

value						71,204	I
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\$.01 per
share

Held by the
reporting
person's
Amazon.com
401(k) plan
account

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

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SEC 1474
(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Unit Award	\$ 0 ⁽⁷⁾	02/15/2015		M	866	05/15/2013 ⁽⁸⁾ 02/15/2018	Common Stock, par value \$.01 per share 866
Restricted Stock Unit Award	\$ 0 ⁽⁷⁾	02/15/2015		M	303	05/15/2014 ⁽⁹⁾ 02/15/2017	Common Stock, par value \$.01 per share 303
Restricted Stock Unit Award	\$ 0 ⁽⁷⁾	02/15/2015		M	16	05/15/2014 ⁽¹⁰⁾ 02/15/2017	Common Stock, par value \$.01 per share 16
Restricted Stock Unit Award	\$ 0 ⁽⁷⁾	02/15/2015		M	958	05/15/2014 ⁽¹¹⁾ 02/15/2016	Common Stock, par value \$.01 per share 958

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
	Senior Vice President

Zapolsky David
PO BOX 81226
SEATTLE, WA 98108-1226

Signatures

/s/ David Zapolsky, Senior Vice President, General Counsel &
Secretary

02/17/2015

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
- (2) Represents the weighted average sale price. The highest price at which shares were sold was \$373.65 and the lowest price at which shares were sold was \$372.82.
- (3) Represents the weighted average sale price. The highest price at which shares were sold was \$374.88 and the lowest price at which shares were sold was \$373.96.
- (4) Represents the weighted average sale price. The highest price at which shares were sold was \$375.60 and the lowest price at which shares were sold was \$375.36.
- (5) Represents the weighted average sale price. The highest price at which shares were sold was \$377.34 and the lowest price at which shares were sold was \$376.38.
- (6) Represents the weighted average sale price. The highest price at which shares were sold was \$378.87 and the lowest price at which shares were sold was \$378.59.
- (7) Converts into Common Stock on a one-for-one basis.

This award vests upon the following vesting schedule and the satisfaction of certain business criteria intended to qualify the award as tax-deductible compensation under Section 162(m) of the Internal Revenue Code: 604 shares on each of May 15, 2013, August 15, 2013 and November 15, 2013, 603 shares on February 15, 2014, 866 shares on each of May 15, 2014, August 15, 2014, November 15, 2014 and February 15, 2015, 573 shares on each of May 15, 2015, August 15, 2015, November 15, 2015 and February 15, 2016, 451 shares on each of May 15, 2016, August 15, 2016 and November 15, 2016, 450 shares on February 15, 2017, 1,002 shares on each of May 15, 2017, August 15, 2017 and November 15, 2017 and 1,001 shares on February 15, 2018.
- (9) This award vests at the rate of 305 shares on each of May 15, 2014, August 15, 2014 and November 15, 2014, 303 shares on February 15, 2015, 363 shares on each of May 15, 2015, August 15, 2015 and November 15, 2015, 361 shares on February 15, 2016, 334 shares on each of May 15, 2016, August 15, 2016, and November 15, 2016 and 333 shares on February 15, 2017.
- (10) This award vests at the rate of 17 shares on May 15, 2014, 16 shares on each of August 15, 2014, November 15, 2014 and February 15, 2015, 27 shares on each of May 15, 2015, August 15, 2015 and November 15, 2015, 26 shares on February 15, 2016 and 524 shares on each of May 15, 2016, August 15, 2016, November 15, 2016 and February 15, 2017.
- (11) This award vests at the rate of 957 shares on May 15, 2014, 958 shares on each of August 15, 2014, November 15, 2014 and February 15, 2015, 722 shares on each of May 15, 2015 and August 15, 2015 and 723 shares on each of November 15, 2015 and February 15, 2016.

Remarks:

The reporting person undertakes to provide, upon request by the staff of the SEC, the issuer, or a security holder of the issuer,

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