

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Jassy Andrew R

(Last) (First) (Middle)

P.O. 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 ____ 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	2,334 A	\$ 0	57,110	D
Common Stock, par value \$.01 per share	02/15/2015		M	5,750 A	\$ 0	62,860	D
Common Stock, par	02/17/2015		S ⁽¹⁾	900 D	\$ 373.47 ⁽²⁾	61,960	D

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value
\$.01 per
share

Common
Stock, par
value
\$.01 per
share

02/17/2015

S⁽¹⁾

863

D

\$ 374.373
(3)

61,097

D

Common
Stock, par
value
\$.01 per
share

02/17/2015

S⁽¹⁾

632

D

\$

375.4194
(4)

60,465

D

Common
Stock, par
value
\$.01 per
share

02/17/2015

S⁽¹⁾

400

D

\$ 376.52
(5)

60,065

D

Common
Stock, par
value
\$.01 per
share

02/17/2015

S⁽¹⁾

100

D

\$ 377.5

59,965

D

Common
Stock, par
value
\$.01 per
share

02/17/2015

S⁽¹⁾

400

D

\$ 378.69
(6)

59,565

D

Common
Stock, par
value
\$.01 per
share

02/17/2015

S⁽¹⁾

100

D

\$ 379.75

59,465

D

Common
Stock, par
value
\$.01 per
share

477.907

I

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)

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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	2,334	05/15/2013 ⁽⁸⁾ 02/15/2018	Common Stock, par value \$.01 per share 2,334
Restricted Stock Unit Award	\$ 0 ⁽⁷⁾	02/15/2015		M	5,750	05/15/2014 ⁽⁹⁾ 02/15/2016	Common Stock, par value \$.01 per share 5,750

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Jassy Andrew R P.O. BOX 81226 SEATTLE, WA 98108-1226	Senior Vice President

Signatures

/s/ by Michael D. Deal as attorney-in-fact for Andrew R. Jassy, Senior Vice President 02/18/2015

**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 \$373.75 and the lowest price at which shares were sold was \$372.93.
- (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.

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- (4) Represents the weighted average sale price. The highest price at which shares were sold was \$375.88 and the lowest price at which shares were sold was \$375.00.
- (5) Represents the weighted average sale price. The highest price at which shares were sold was \$376.96 and the lowest price at which shares were sold was \$376.36.
- (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 \$378.54.
- (7) Converts into Common Stock on a one-for-one basis.

This award vests based 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: 1,547 shares on each of May 15, 2013, August 15, 2013, and November 15, 2013; 1,546 shares on February 15, 2014; 2,334 shares on each of May 15, 2014, August 15, 2014, November 15, 2014, and February 15, 2015; 1,280 shares on each of May 15, 2015 and August 15, 2015; 1,279 shares on each of November 15, 2015 and February 15, 2016; 5,489 shares on each of May 15, 2016, August 15, 2016, November 15, 2016, and February 15, 2017; 4,231 shares on each of May 15, 2017 and August 15, 2017; and 4,230 shares on each of November 15, 2017 and February 15, 2018.

- (9) This award vests based 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: 5,750 shares on each of May 15, 2014, August 15, 2014, November 15, 2014, February 15, 2015, May 15, 2015, August 15, 2015, 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,

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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