AMAZON COM INC
Form 4
February 17, 2016

FORM 4

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
GORDON WILLIAM B

(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)
02/15/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value $.01 per share	02/15/2016		M		870	A	$ 0	4,573	D	
Common Stock, par value $.01 per share	02/16/2016		S(1)		192	D	$ 513.526 (2)	4,381	D	
Common Stock, par value $.01 per share	02/16/2016		S(1)		100	D	$ 516.05	4,281	D	

Common Stock, par value $.01 per share	02/16/2016		S[(1)]	400	D	$ 519.86 [(3)]	3,881	D
Common Stock, par value $.01 per share	02/16/2016		S[(1)]	308	D	$ 521.881 [(4)]	3,573	D

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

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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 [(5)]	02/15/2016		M			870	02/15/2015[(6)]	02/15/2017	Common Stock, par value $.01 per share	870

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GORDON WILLIAM B PO BOX 81226 SEATTLE, WA 98108-1226	X			

Signatures

/s/ William B. Gordon, Director	02/17/2016
**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 $513.78 and the lowest price at which shares were sold was $513.25.
(3)	Represents the weighted average sale price. The highest price at which shares were sold was $520.05 and the lowest price at which shares were sold was $519.60.
(4)	Represents the weighted average sale price. The highest price at which shares were sold was $522.31 and the lowest price at which shares were sold was $521.42.
(5)	Converts into Common Stock on a one-for-one basis.
(6)	Subject to the reporting person's continued service as a director of the issuer, this award will vest and convert into shares of Common Stock of the issuer at the rate of 870 shares on each of February 15, 2015, February 15, 2016, and February 15, 2017.

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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