

AMAZON COM INC

Form 4

May 19, 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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Reynolds Shelley

(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)
05/15/2015

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)

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	05/15/2015		M	162	A \$ 0	6,151	D
Common Stock, par value \$.01 per share	05/15/2015		M	541	A \$ 0	6,692	D
Common Stock, par	05/15/2015		M	15	A \$ 0	6,707	D

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value
\$.01 per
share

Common
Stock, par
value
\$.01 per
share

05/15/2015

$$\underline{S^{(1)}}$$

18

D

\$ 425.99

6,689

D

Common
Stock, par
value
\$.01 per
share

05/15/2015

$$\underline{S^{(1)}}$$

400

D

\$
427.5325
(2)

6,289

D

Common
Stock, par
value
\$.01 per
share

05/15/2015

$$S^{(1)}$$

300

D

\$
428.9133
(3)

5,989

D

Common
Stock, par
value
\$.01 per
share

132.784

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)

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
	\$ 0 ⁽⁴⁾	05/15/2015		M		162		05/15/2014 ⁽⁵⁾	02/15/2017		162

Restricted Stock Unit Award								Common Stock, par value \$.01 per share	
Restricted Stock Unit Award	\$ 0 ⁽⁴⁾	05/15/2015	M	541	05/15/2014 ⁽⁶⁾	02/15/2016		Common Stock, par value \$.01 per share	541
Restricted Stock Unit Award	\$ 0 ⁽⁴⁾	05/15/2015	M	15	05/15/2015 ⁽⁷⁾	02/15/2020		Common Stock, par value \$.01 per share	15

Reporting Owners

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

Signatures

/s/ Shelley Reynolds, Vice
President

05/18/2015

 **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 \$427.98 and the lowest price at which shares were sold was \$427.13.

(3) Represents the weighted average sale price. The highest price at which shares were sold was \$429.25 and the lowest price at which shares were sold was \$428.41.

(4) Converts into Common Stock on a one-for-one basis.

(5) 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: 180 shares on May 15, 2014; 179 shares on each of August 15, 2014, November 15, 2014, and February 15, 2015; 162 shares on each of May 15, 2015, August 15, 2015, November 15, 2015, and February 15, 2016; 531 shares on May 15, 2016; and 530 shares on each of August 15, 2016, November 15, 2016, and February 15, 2017.

(6) 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: 738 shares on each of May 15, 2014 and August 15, 2014; 739 shares on each of November 15, 2014 and February 15, 2015; 541 shares on May 15, 2015; and 542 shares on each of August 15, 2015, November 15, 2015, and February 15, 2016.

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- (7) 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: 15 shares on May 15, 2015; 16 shares on each of August 15, 2015, November 15, 2015, and February 15, 2016; 95 shares on each of May 15, 2016 and August 15, 2016; 96 shares on each of November 15, 2016 and February 15, 2017; 544 shares on each of May 15, 2017, August 15, 2017, November 15, 2017, and February 15, 2018; 419 shares on each of May 15, 2018 and August 15, 2018; 420 shares on each of November 15, 2018 and February 15, 2019; and 318 shares on each of May 15, 2019, August 15, 2019, November 15, 2019, and February 15, 2020.

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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