AMAZON COM INC
Form 4
November 17, 2015

# FORM 4

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

**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

| | |
|---|---|
| OMB Number: | 3235-0287 |
| Expires: | January 31, 2005 |
| Estimated average burden hours per response... | 0.5 |

(Print or Type Responses)

1. Name and Address of Reporting Person *
RYDER THOMAS O

(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)
11/15/2015

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 | 11/15/2015 | | M | | 870 | A | $ 0 | 28,653 | D | |
| Common Stock, par value $.01 per share | 11/16/2015 | | S (1) | | 400 | D | $ 625.7025 (2) | 28,253 | D | |
| Common Stock, par value $.01 per share | 11/16/2015 | | S (1) | | 200 | D | $ 626.8225 (3) | 28,053 | D | |

| | | | | | | | |
|---|---|---|---|---|---|---|---|
| Common Stock, par value $.01 per share | 11/16/2015 | S [(1)] | 800 | D | $ 628.7349 [(4)] | 27,253 | D |
| Common Stock, par value $.01 per share | 11/16/2015 | S [(1)] | 200 | D | $ 630.195 [(5)] | 27,053 | D |
| Common Stock, par value $.01 per share | 11/16/2015 | S [(1)] | 100 | D | $ 631.73 | 26,953 | D |
| Common Stock, par value $.01 per share | 11/16/2015 | S [(1)] | 100 | D | $ 633.33 | 26,853 | D |
| Common Stock, par value $.01 per share | 11/16/2015 | S [(1)] | 300 | D | $ 635.8333 [(6)] | 26,553 | D |
| Common Stock, par value $.01 per share | 11/16/2015 | S [(1)] | 300 | D | $ 638.6233 [(7)] | 26,253 | D |
| Common Stock, par value $.01 per share | 11/16/2015 | S [(1)] | 100 | D | $ 641.0225 [(8)] | 26,153 | D |
| Common Stock, par value $.01 per share | 11/16/2015 | S [(1)] | 200 | D | $ 644.375 [(9)] | 25,953 | D |
| Common Stock, par value $.01 per share | 11/16/2015 | S [(1)] | 600 | D | $ 645.9258 [(10)] | 25,353 | D |
| Common Stock, par value $.01 per share | 11/16/2015 | S [(1)] | 700 | D | $ 647.5732 [(11)] | 24,653 | D |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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 (12) | 11/15/2015 | | M | | | 870 | 11/15/2014 (13) | 11/15/2016 | Common Stock, par value $.01 per share | 870 |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| RYDER THOMAS O<br>P.O. BOX 81226<br>SEATTLE, WA 98108-1226 | X | | | |

# Signatures

| /s/ Thomas O. Ryder | 11/17/2015 |
|---|---|
| **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 $626.26 and the lowest price at which shares were sold was $625.38.

**(3)** Represents the weighted average sale price. The highest price at which shares were sold was $627.20 and the lowest price at which shares were sold was $626.42.

**(4)** Represents the weighted average sale price. The highest price at which shares were sold was $628.98 and the lowest price at which shares were sold was $628.27.

**(5)** Represents the weighted average sale price. The highest price at which shares were sold was $630.50 and the lowest price at which shares were sold was $629.89.

**(6)** Represents the weighted average sale price. The highest price at which shares were sold was $636.00 and the lowest price at which shares were sold was $635.50.

**(7)** Represents the weighted average sale price. The highest price at which shares were sold was $638.85 and the lowest price at which shares were sold was $638.35.

**(8)** Represents the weighted average sale price. The highest price at which shares were sold was $641.09 and the lowest price at which shares were sold was $641.00.

**(9)** Represents the weighted average sale price. The highest price at which shares were sold was $644.75 and the lowest price at which shares were sold was $644.00.

**(10)** Represents the weighted average sale price. The highest price at which shares were sold was $646.37 and the lowest price at which shares were sold was $645.50.

**(11)** Represents the weighted average sale price. The highest price at which shares were sold was $647.95 and the lowest price at which shares were sold was $647.01.

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

**(13)** 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 November 15, 2014, November 15, 2015, and November 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,