

AMAZON COM INC

Form 4

November 18, 2014

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 *
Blackburn Jeffrey M

(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)
11/15/2014

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)

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	11/15/2014		M	1,428 A	\$ 0	61,463	D
Common Stock, par value \$.01 per share	11/15/2014		M	5,625 A	\$ 0	67,088	D
Common Stock, par	11/17/2014		S ⁽¹⁾	727 D	\$ 318.8513	66,361	D

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value					(2)			
\$.01 per share								
Common Stock, par value	11/17/2014	S ⁽¹⁾	200	D	\$ 319.905 ⁽³⁾	66,161	D	
\$.01 per share								
Common Stock, par value	11/17/2014	S ⁽¹⁾	400	D	\$ 320.74 ⁽⁴⁾	65,761	D	
\$.01 per share								
Common Stock, par value	11/17/2014	S ⁽¹⁾	700	D	\$ 322.0643 ⁽⁵⁾	65,061	D	
\$.01 per share								
Common Stock, par value	11/17/2014	S ⁽¹⁾	400	D	\$ 323.56 ⁽⁶⁾	64,661	D	
\$.01 per share								
Common Stock, par value	11/17/2014	S ⁽¹⁾	300	D	\$ 324.7333 ⁽⁷⁾	64,361	D	
\$.01 per share								
Common Stock, par value	11/17/2014	S ⁽¹⁾	800	D	\$ 326.6225 ⁽⁸⁾	63,561	D	
\$.01 per share								
Common Stock, par value						20,000	I	In trust
\$.01 per share								
Common Stock, par value						460.219	I	Held by the reporting person's Amazon.com 401(k) plan account
\$.01 per share								

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

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(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 ⁽⁹⁾	11/15/2014		M	1,428	05/15/2013 ⁽¹⁰⁾ 02/15/2018	Common Stock, par value \$.01 per share 1,428
Restricted Stock Unit Award	\$ 0 ⁽⁹⁾	11/15/2014		M	5,625	05/15/2014 ⁽¹¹⁾ 02/15/2016	Common Stock, par value \$.01 per share 5,625

Reporting Owners

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

Signatures

/s/Jeffrey M. Blackburn, Senior Vice President 11/18/2014

 **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 \$319.44 and the lowest price at which shares were sold was \$318.47.
- (3) Represents the weighted average sale price. The highest price at which shares were sold was \$320.30 and the lowest price at which shares were sold was \$319.51.
- (4) Represents the weighted average sale price. The highest price at which shares were sold was \$321.05 and the lowest price at which shares were sold was \$320.52.
- (5) Represents the weighted average sale price. The highest price at which shares were sold was \$322.37 and the lowest price at which shares were sold was \$321.62.
- (6) Represents the weighted average sale price. The highest price at which shares were sold was \$323.79 and the lowest price at which shares were sold was \$323.00.
- (7) Represents the weighted average sale price. The highest price at which shares were sold was \$325.06 and the lowest price at which shares were sold was \$324.16.
- (8) Represents the weighted average sale price. The highest price at which shares were sold was \$327.04 and the lowest price at which shares were sold was \$326.38.
- (9) 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: 361 shares on each of May 15, 2013, August 15, 2013, and November 15, 2013; 360 shares on February 15, 2014; 1,428 shares on each of May 15, 2014, August 15, 2014, November 15, 2014, and February 15, 2015; 508 shares on each of May 15, 2015, August 15, 2015, November 15, 2015, and February 15, 2016; 4,788 shares on May 15, 2016; 4,787 shares on each of August 15, 2016, November 15, 2016, and February 15, 2017; 3,689 shares on May 15, 2017; and 3,688 shares on each of August 15, 2017, November 15, 2017, and February 15, 2018.
- (11) 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: 5,625 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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