Blackburn Jeffrey M
Form 4
February 20, 2018

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)
02/15/2018

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value $.01 per share	02/15/2018		M		3,688	A	$ 0	58,716	D	
Common Stock, par value $.01 per share	02/15/2018		M		1,037	A	$ 0	59,753	D	
Common Stock, par	02/15/2018		S (1)		500	D	$ 1,451.74 (2)	59,253	D	

value $.01 per share								
Common Stock, par value $.01 per share	02/15/2018		S(1)	200	D	$ 1,452.94 (3)	59,053	D
Common Stock, par value $.01 per share	02/15/2018		S(1)	400	D	$ 1,455.0675 (4)	58,653	D
Common Stock, par value $.01 per share	02/15/2018		S(1)	1,253	D	$ 1,456.0764 (5)	57,400	D
Common Stock, par value $.01 per share	02/15/2018		S(1)	300	D	$ 1,457.0967 (6)	57,100	D
Common Stock, par value $.01 per share	02/15/2018		S(1)	1,400	D	$ 1,458.3271 (7)	55,700	D
Common Stock, par value $.01 per share	02/15/2018		S(1)	1,100	D	$ 1,459.75 (8)	54,600	D
Common Stock, par value $.01 per share	02/15/2018		S(1)	2,207	D	$ 1,461.1352 (9)	52,393	D
Common Stock, par value $.01 per share	02/15/2018		S(1)	1,300	D	$ 1,462.0908 (10)	51,093	D
Common Stock, par value	02/15/2018		S(1)	1,306	D	$ 1,463.1106 (11)	49,787	D

$.01 per share										
Common Stock, par value $.01 per share	02/15/2018		S[(1)](#)		600	D	$ 1,464.0933 (12)	49,187	D	
Common Stock, par value $.01 per share	02/15/2018		S(1)		900	D	$ 1,465.1167 (13)	48,287	D	
Common Stock, par value $.01 per share	02/15/2018		S(1)		1,100	D	$ 1,466.7509 (14)	47,187	D	
Common Stock, par value $.01 per share	02/15/2018		S(1)		100	D	$ 1,467.22	47,087	D	
Common Stock, par value $.01 per share								20,000	I	In trust
Common Stock, par value $.01 per share								475.564	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.

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.

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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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Securitie (Instr. 3 and 4)

Security					Disposed of (D) (Instr. 3, 4, and 5)					
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Shares
Restricted Stock Unit Award	$ 0 (15)	02/15/2018	M			3,688	05/15/2013 (16)	02/15/2018	Common Stock, par value $.01 per share	3,68
Restricted Stock Unit Award	$ 0 (15)	02/15/2018	M			1,037	05/15/2017 (17)	02/15/2022	Common Stock, par value $.01 per share	1,03

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	02/15/2018
**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 $1,451.99 and the lowest price at which shares were sold was $1,451.63.

(3) Represents the weighted average sale price. The highest price at which shares were sold was $1,452.99 and the lowest price at which shares were sold was $1,452.89.

(4) Represents the weighted average sale price. The highest price at which shares were sold was $1,455.46 and the lowest price at which shares were sold was $1,454.48.

(5) Represents the weighted average sale price. The highest price at which shares were sold was $1,456.41 and the lowest price at which shares were sold was $1,455.57.

(6) Represents the weighted average sale price. The highest price at which shares were sold was $1,457.50 and the lowest price at which shares were sold was $1,456.82.

(7) Represents the weighted average sale price. The highest price at which shares were sold was $1,458.68 and the lowest price at which shares were sold was $1,457.94.

(8) Represents the weighted average sale price. The highest price at which shares were sold was $1,460.05 and the lowest price at which shares were sold was $1,459.25.

(9) Represents the weighted average sale price. The highest price at which shares were sold was $1,461.57 and the lowest price at which shares were sold was $1,460.68.

(10) Represents the weighted average sale price. The highest price at which shares were sold was $1,462.34 and the lowest price at which shares were sold was $1,461.72.

(11) Represents the weighted average sale price. The highest price at which shares were sold was $1,463.59 and the lowest price at which shares were sold was $1,462.73.

(12) Represents the weighted average sale price. The highest price at which shares were sold was $1,464.69 and the lowest price at which shares were sold was $1,463.78.

(13) Represents the weighted average sale price. The highest price at which shares were sold was $1,465.55 and the lowest price at which shares were sold was $1,464.81.

(14) Represents the weighted average sale price. The highest price at which shares were sold was $1,467.03 and the lowest price at which shares were sold was $1,466.05.

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

(16) 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.

(17) 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: 1,036 shares on each of May 15, 2017 and August 15, 2017; 1,037 shares on each of November 15, 2017 and February 15, 2018; 1,667 shares on each of May 15, 2018 and August 15, 2018; 1,668 shares on each of November 15, 2018 and February 15, 2019; 1,692 shares on each of May 15, 2019, August 15, 2019, November 15, 2019, and February 15, 2020; 2,791 shares on each of May 15, 2020, August 15, 2020, and November 15, 2020; 2,792 shares on February 15, 2021; 2,153 shares on each of May 15, 2021, August 15, 2021, and November 15, 2021; and 2,154 shares on February 15, 2022.

Remarks:

The reporting person undertakes to provide, upon request by the staff of the SEC, the issuer, or a security holder of the issuer,

Exhibit 24

Power of Attorney