

AMAZON COM INC

Form 4

November 15, 2013

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 *
SZKUTAK THOMAS J

(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)
11/15/2013

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 and CFO

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	11/15/2013		M		7,500	A \$ 0	54,914 D
Common Stock, par value \$.01 per share	11/15/2013		M		611	A \$ 0	55,525 D
Common Stock, par	11/15/2013		S ⁽¹⁾		203	D \$	55,322 D
						366.2998	

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value					(2)		
\$.01 per							
share							
Common							
Stock, par					\$		
value	11/15/2013	S(1)	1,100	D	367.8427	54,222	D
\$.01 per					(3)		
share							
Common							
Stock, par					\$		
value	11/15/2013	S(1)	300	D	368.8753	53,922	D
\$.01 per					(4)		
share							
Common							
Stock, par					\$		
value	11/15/2013	S(1)	1,001	D	370.0328	52,921	D
\$.01 per					(5)		
share							
Common							
Stock, par					\$		
value	11/15/2013	S(1)	500	D	371.03	52,421	D
\$.01 per					(6)		
share							
Common							
Stock, par					\$		
value	11/15/2013	S(1)	300	D	372.1333	52,121	D
\$.01 per					(7)		
share							
Common							
Stock, par							
value						473.999	I
\$.01 per							
share							
							Held by the reporting person's Amazon.com 401(k) 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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Securities (Instr. 3 and 4)
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Derivative Security			(A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit Award	\$ 0 ⁽⁸⁾	11/15/2013		M			7,500	05/15/2011 ⁽⁹⁾	02/15/2014	Common Stock, par value \$.01 per share	7,500
Restricted Stock Unit Award	\$ 0 ⁽⁸⁾	11/15/2013		M			611	05/15/2013 ⁽¹⁰⁾	02/15/2018	Common Stock, par value \$.01 per share	611

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SZKUTAK THOMAS J P.O. BOX 81226 SEATTLE, WA 98108-1226	Senior Vice President and CFO

Signatures

/s/ THOMAS J. SZKUTAK, Senior Vice President and
CFO 11/15/2013

__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 \$366.62 and the lowest price at which shares were sold was \$366.13.
- (3) Represents the weighted average sale price. The highest price at which shares were sold was \$368.20 and the lowest price at which shares were sold was \$367.26.
- (4) Represents the weighted average sale price. The highest price at which shares were sold was \$369.106 and the lowest price at which shares were sold was \$368.43.
- (5) Represents the weighted average sale price. The highest price at which shares were sold was \$370.53 and the lowest price at which shares were sold was \$369.58.
- (6) Represents the weighted average sale price. The highest price at which shares were sold was \$371.35 and the lowest price at which shares were sold was \$370.68.

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- (7) Represents the weighted average sale price. The highest price at which shares were sold was \$372.36 and the lowest price at which shares were sold was \$372.00.
- (8) Converts into Common Stock on a one-for-one basis.
- (9) 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: 10,000 shares on each of May 15, 2011, August 15, 2011, November 15, 2011 and February 15, 2012 and 7,500 shares on each of May 15, 2012, August 15, 2012, November 15, 2012, February 15, 2013, May 15, 2013, August 15, 2013, November 15, 2013 and February 15, 2014.
- (10) 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: 611 shares on each of May 15, 2013, August 15, 2013 and November 15, 2013, 610 shares on February 15, 2014, 1,303 shares on each of May 15, 2014, August 15, 2014, November 15, 2014 and February 15, 2015, 383 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.

Remarks:

REMARKS:

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

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