

AMAZON COM INC

Form 4

February 18, 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

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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)
02/15/2015

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 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)
Common Stock, par value \$.01 per share	02/15/2015		M	1,303 A \$ 0	60,400	D	
Common Stock, par value \$.01 per share	02/15/2015		M	5,750 A \$ 0	66,150	D	
Common Stock, par	02/17/2015		S ⁽¹⁾	800 D \$ 373.3112	65,350	D	

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value					(2)			
\$.01 per								
share								
Common								
Stock, par					\$			
value	02/17/2015	S(1)	900	D	374.5233	64,450	D	
\$.01 per					(3)			
share								
Common								
Stock, par					\$			
value	02/17/2015	S(1)	363	D	375.4751	64,087	D	
\$.01 per					(4)			
share								
Common								
Stock, par					\$			
value	02/17/2015	S(1)	400	D	376.56	63,687	D	
\$.01 per					(5)			
share								
Common								
Stock, par					\$			
value	02/17/2015	S(1)	400	D	378.6875	63,287	D	
\$.01 per					(6)			
share								
Common								
Stock, par								
value	02/17/2015	S(1)	100	D	\$ 379.75	63,187	D	
\$.01 per								
share								
Common								
Stock, par								
value						485.969	I	Held by the
\$.01 per								reporting
share								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 of Underlying Securities (Instr. 3 and 4)
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Derivative Security			Code	V	(A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
					(A)	(D)				
Restricted Stock Unit Award	\$ 0 <u>(7)</u>	02/15/2015	M			1,303	05/15/2013 <u>(8)</u>	02/15/2018	Common Stock, par value \$.01 per share	1,303
Restricted Stock Unit Award	\$ 0 <u>(7)</u>	02/15/2015	M			5,750	05/15/2014 <u>(9)</u>	02/15/2016	Common Stock, par value \$.01 per share	5,750

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/ by Michael D. Deal as attorney-in-fact for Thomas J. Szkutak, Senior Vice President and CFO 02/18/2015

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 \$373.61 and the lowest price at which shares were sold was \$372.81.
- (3) Represents the weighted average sale price. The highest price at which shares were sold was \$374.89 and the lowest price at which shares were sold was \$373.94.
- (4) Represents the weighted average sale price. The highest price at which shares were sold was \$375.88 and the lowest price at which shares were sold was \$375.15.
- (5) Represents the weighted average sale price. The highest price at which shares were sold was \$376.85 and the lowest price at which shares were sold was \$376.43.
- (6) Represents the weighted average sale price. The highest price at which shares were sold was \$379.00 and the lowest price at which shares were sold was \$378.24.

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- (7) 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: 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.

- (8) 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: 5,750 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.
- (9)

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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