

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 \*  
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)  
02/15/2015

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

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	1,428 A \$ 0	64,989	D	
Common Stock, par value \$.01 per share	02/15/2015		M	5,625 A \$ 0	70,614	D	
Common Stock, par	02/17/2015		S <sup>(1)</sup>	818 D \$ 373.3558	69,796	D	

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value					(2)			
\$.01 per								
share								
Common								
Stock, par								
value	02/17/2015	S(1)	824	D	\$ 374.196	68,972	D	
\$.01 per					(3)			
share								
Common								
Stock, par								
value	02/17/2015	S(1)	876	D	\$	68,096	D	
\$.01 per					375.1541			
share					(4)			
Common								
Stock, par								
value	02/17/2015	S(1)	409	D	\$	67,687	D	
\$.01 per					376.5067			
share					(5)			
Common								
Stock, par								
value	02/17/2015	S(1)	200	D	\$ 378.075	67,487	D	
\$.01 per					(6)			
share								
Common								
Stock, par								
value	02/17/2015	S(1)	300	D	\$ 378.92	67,187	D	
\$.01 per					(7)			
share								
Common								
Stock, par								
value	02/17/2015	S(1)	100	D	\$ 379.75	67,087	D	
\$.01 per								
share								
Common								
Stock, par								
value						20,000	I	In trust
\$.01 per								
share								
Common								
Stock, par								
value						462.652	I	Held by the
\$.01 per								reporting
share								person's
								Amazon.com
								401(k) plan
								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 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 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 <sup>(8)</sup>	02/15/2015		M	1,428	05/15/2013 <sup>(9)</sup> 02/15/2018	Common Stock, par value \$.01 per share 1,428
Restricted Stock Unit Award	\$ 0 <sup>(8)</sup>	02/15/2015		M	5,625	05/15/2014 <sup>(10)</sup> 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/ by Michael D. Deal as attorney-in-fact for Jeffrey M. Blackburn, Senior Vice President

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 \$373.73 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 \$374.52 and the lowest price at which shares were sold was \$373.82.
- (4) Represents the weighted average sale price. The highest price at which shares were sold was \$375.60 and the lowest price at which shares were sold was \$374.86.
- (5) Represents the weighted average sale price. The highest price at which shares were sold was \$376.80 and the lowest price at which shares were sold was \$376.38.
- (6) Represents the weighted average sale price. The highest price at which shares were sold was \$378.54 and the lowest price at which shares were sold was \$377.61.
- (7) Represents the weighted average sale price. The highest price at which shares were sold was \$379.15 and the lowest price at which shares were sold was \$378.72.
- (8) 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.
- (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: 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,

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