

AMAZON COM INC

Form 4

May 16, 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

OMB
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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)
05/15/2014

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 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	05/15/2014		M	1,303 A \$ 0	48,130	D	
Common Stock, par value \$.01 per share	05/15/2014		M	5,750 A \$ 0	53,880	D	
Common Stock, par	05/15/2014		S ⁽¹⁾	1,100 D \$ 294.3064	52,780	D	

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value					(2)			
\$.01 per								
share								
Common								
Stock, par					\$			
value	05/15/2014	S(1)	563	D	295.2429	52,217	D	
\$.01 per					(3)			
share								
Common								
Stock, par					\$ 296.38			
value	05/15/2014	S(1)	200	D	(4)	52,017	D	
\$.01 per								
share								
Common								
Stock, par					\$ 297.683			
value	05/15/2014	S(1)	1,100	D	(5)	50,917	D	
\$.01 per								
share								
Common								Held by the
Stock, par								reporting
value						478.517	I	person's
\$.01 per								Amazon.com
share								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 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)	Amount or Number of Shares
Restricted Stock Unit	\$ 0 (6)	05/15/2014		M	1,303	05/15/2013(7) 02/15/2018	Common Stock, par	1,303

Award

value
\$.01 per
share

Restricted

Stock Unit \$ 0 ⁽⁶⁾

05/15/2014

M

5,750 05/15/2014⁽⁸⁾ 02/15/2016

Award

Common
Stock, par
value
\$.01 per
share

5,750

Reporting Owners

Reporting Owner Name / Address	Relationships
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

05/16/2014

 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 \$294.79 and the lowest price at which shares were sold was \$294.01.
- (3) Represents the weighted average sale price. The highest price at which shares were sold was \$295.40 and the lowest price at which shares were sold was \$295.07.
- (4) Represents the weighted average sale price. The highest price at which shares were sold was \$296.69 and the lowest price at which shares were sold was \$296.07.
- (5) Represents the weighted average sale price. The highest price at which shares were sold was \$298.08 and the lowest price at which shares were sold was \$297.29.
- (6) Converts into Common Stock on a one-for-one basis.
- (7) 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.

Remarks:

REMARKS:

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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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