

AMAZON COM INC

Form 4

November 18, 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 *
Reynolds Shelley

(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)
11/15/2014

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 ____ Other (specify
below) below)

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	11/15/2014		M	179 A \$ 0	6,168	D	
Common Stock, par value \$.01 per share	11/15/2014		M	739 A \$ 0	6,907	D	
Common Stock, par	11/17/2014		S ⁽¹⁾	118 D \$ 319.4547	6,789	D	

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value					(2)		
\$.01 per							
share							
Common							
Stock, par							
value	11/17/2014	S(1)	200	D	\$ 320.91	6,589	D
\$.01 per					(3)		
share							
Common							
Stock, par							
value	11/17/2014	S(1)	200	D	\$ 322.69	6,389	D
\$.01 per					(4)		
share							
Common							
Stock, par							
value	11/17/2014	S(1)	200	D	\$ 326.58	6,189	D
\$.01 per					(5)		
share							
Common							
Stock, par							
value	11/17/2014	S(1)	100	D	\$ 323.78	6,089	D
\$.01 per							
share							
Common							
Stock, par							
value	11/17/2014	S(1)	100	D	\$ 325	5,989	D
\$.01 per							
share							
Common							
Stock, par							
value						132,784	I
\$.01 per							
share							
							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.

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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	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	Acquired (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 ⁽⁶⁾					11/15/2014		Common Stock, par value \$.01 per share	179
		M				05/15/2014 ⁽⁷⁾	02/15/2017		
Restricted Stock Unit Award	\$ 0 ⁽⁶⁾					11/15/2014		Common Stock, par value \$.01 per share	739
		M				05/15/2014 ⁽⁸⁾	02/15/2016		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Reynolds Shelley P.O. BOX 81226 SEATTLE, WA 98108-1226			Vice President	

Signatures

/s/ Shelley Reynolds, Vice
President 11/18/2014

__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 \$319.47 and the lowest price at which shares were sold was \$319.37.
- (3) Represents the weighted average sale price. The highest price at which shares were sold was \$321.39 and the lowest price at which shares were sold was \$320.43.
- (4) Represents the weighted average sale price. The highest price at which shares were sold was \$322.98 and the lowest price at which shares were sold was \$322.40.
- (5) Represents the weighted average sale price. The highest price at which shares were sold was \$326.62 and the lowest price at which shares were sold was \$326.54.
- (6) Converts into Common Stock on a one-for-one basis.

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- (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: 180 shares on May 15, 2014; 179 shares on each of August 15, 2014, November 15, 2014, and February 15, 2015; 162 shares on each of May 15, 2015, August 15, 2015, November 15, 2015, and February 15, 2016; 531 shares on May 15, 2016; and 530 shares on each of August 15, 2016, November 15, 2016, and February 15, 2017.

- (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: 738 shares on each of May 15, 2014 and August 15, 2014; 739 shares on each of November 15, 2014 and February 15, 2015; 541 shares on May 15, 2015; and 542 shares on each of 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,

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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