

AMAZON COM INC

Form 4

February 17, 2017

**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 \*  
Olsavsky Brian T

(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)  
02/15/2017

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<br>Security<br>(Instr. 3)               | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---|---|---|--------------------------------------|---|--|---|---|
| Common<br>Stock, par<br>value<br>\$.01 per<br>share | 02/15/2017                              |   | M                                    | 297 A \$ 0  | 1,297  | D   |   |
| Common<br>Stock, par<br>value<br>\$.01 per<br>share | 02/15/2017                              |   | M                                    | 1,215 A \$ 0  | 2,512  | D   |   |
| Common<br>Stock, par                                | 02/15/2017                              |   | S <sup>(1)</sup>                     | 100 D \$ 833.49   | 2,412  | D   |   |

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value  
\$.01 per  
share

Common  
Stock, par

|                    |            |                  |     |   |           |       |   |
|--------------------|------------|------------------|-----|---|-----------|-------|---|
| value              | 02/15/2017 | S <sup>(1)</sup> | 100 | D | \$ 834.52 | 2,312 | D |
| \$.01 per<br>share |            |                  |     |   |           |       |   |

Common  
Stock, par

|                    |            |                  |     |   |           |       |   |
|--------------------|------------|------------------|-----|---|-----------|-------|---|
| value              | 02/15/2017 | S <sup>(1)</sup> | 100 | D | \$ 835.55 | 2,212 | D |
| \$.01 per<br>share |            |                  |     |   |           |       |   |

Common  
Stock, par

|                    |            |                  |     |   |                          |       |   |
|--------------------|------------|------------------|-----|---|--------------------------|-------|---|
| value              | 02/15/2017 | S <sup>(1)</sup> | 300 | D | \$ 838.39 <sub>(2)</sub> | 1,912 | D |
| \$.01 per<br>share |            |                  |     |   |                          |       |   |

Common  
Stock, par

|                    |            |                  |     |   |                            |       |   |
|--------------------|------------|------------------|-----|---|----------------------------|-------|---|
| value              | 02/15/2017 | S <sup>(1)</sup> | 712 | D | \$ 839.6604 <sub>(3)</sub> | 1,200 | D |
| \$.01 per<br>share |            |                  |     |   |                            |       |   |

Common  
Stock, par

|                    |            |                  |     |   |                           |       |   |
|--------------------|------------|------------------|-----|---|---------------------------|-------|---|
| value              | 02/15/2017 | S <sup>(1)</sup> | 200 | D | \$ 840.915 <sub>(4)</sub> | 1,000 | D |
| \$.01 per<br>share |            |                  |     |   |                           |       |   |

Common  
Stock, par

|                    |  |  |  |  |  |        |   |
|--------------------|--|--|--|--|--|--------|---|
| value              |  |  |  |  |  | 63.057 | I |
| \$.01 per<br>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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |
|---|--|---|---|--------------------------------------|--|--|---|

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| Derivative<br>Security            |                     |            | (A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | Code | V | (A) | (D)   | Date Exercisable          | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of<br>Shares |
|-----------------------------------|---------------------|------------|---|------|---|-----|-------|---------------------------|--------------------|---|--|
| Restricted<br>Stock Unit<br>Award | \$ 0 <sup>(5)</sup> | 02/15/2017 |   | M    |   |     | 297   | 05/15/2016 <sup>(6)</sup> | 02/15/2021         | Common<br>Stock, par<br>value<br>\$.01 per<br>share | 297                                    |
| Restricted<br>Stock Unit<br>Award | \$ 0 <sup>(5)</sup> | 02/15/2017 |   | M    |   |     | 1,215 | 05/15/2013 <sup>(7)</sup> | 02/15/2017         | Common<br>Stock, par<br>value<br>\$.01 per<br>share | 1,215                                  |

## Reporting Owners

| Reporting Owner Name / Address                               | Relationships                    |
|--|----------------------------------|
|  | Director 10% Owner Officer Other |
| Olsavsky Brian T<br>P.O. BOX 81226<br>SEATTLE, WA 98108-1226 | Senior Vice President and CFO    |

## Signatures

/s/ Brian T. Olsavsky, Senior Vice President and  
CFO 02/16/2017

<sup>\_\_</sup>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 \$838.94 and the lowest price at which shares were sold was \$838.01.
- (3) Represents the weighted average sale price. The highest price at which shares were sold was \$840.05 and the lowest price at which shares were sold was \$839.07.
- (4) Represents the weighted average sale price. The highest price at which shares were sold was \$841.28 and the lowest price at which shares were sold was \$840.55.
- (5) Converts into Common Stock on a one-for-one basis.
- (6) 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: 296 shares on each of May 15, 2016 and August 15, 2016; 297 shares on each of November 15, 2016 and February 15, 2017; 747 shares on May 15, 2017; 748 shares on each of

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August 15, 2017, November 15, 2017, and February 15, 2018; 781 shares on each of May 15, 2018 and August 15, 2018; 782 shares on each of November 15, 2018 and February 15, 2019; 1,479 shares on May 15, 2019; 1,480 shares on each of August 15, 2019, November 15, 2019, and February 15, 2020; 1,137 shares on May 15, 2020; and 1,138 shares on each of August 15, 2020, November 15, 2020, and February 15, 2021.

- (7) This award vests at the rate of: 1,151 shares on each of May 15, 2013, August 15, 2013, and November 15, 2013; 1,149 shares on February 15, 2014; 971 shares on each of May 15, 2014, August 15, 2014, and November 15, 2014; 970 shares on February 15, 2015; 1,129 shares on each of May 15, 2015, August 15, 2015, November 15, 2015, and February 15, 2016; 1,214 shares on each of May 15, 2016, August 15, 2016, and November 15, 2016; and 1,215 shares on February 15, 2017.

### 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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