

AMAZON COM INC
Form 4
August 19, 2014

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Jassy Andrew R

(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)
08/15/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Senior Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock, par value \$0.01 per share	08/15/2014		M	2,334 A	\$ 0	47,732	D
Common Stock, par value \$0.01 per share	08/15/2014		M	5,750 A	\$ 0	53,482	D
Common Stock, par value \$0.01 per share	08/15/2014		S ⁽¹⁾	95 D	\$ 328.7	53,387	D

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value
\$.01 per
share

Common
Stock, par
value 08/15/2014
\$.01 per
share

S⁽¹⁾ 800 D \$ 330.1938 52,587 D
(²)

Common
Stock, par
value 08/15/2014
\$.01 per
share

S⁽¹⁾ 1,100 D \$ 331.4364 51,487 D
(³)

Common
Stock, par
value 08/15/2014
\$.01 per
share

S⁽¹⁾ 1,100 D \$ 332.2291 50,387 D
(⁴)

Common
Stock, par
value 08/15/2014
\$.01 per
share

S⁽¹⁾ 300 D \$ 333.2367 50,087 D
(⁵)

Common
Stock, par
value
\$.01 per
share

472.979 I

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 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)
				Code	V (A) (D)	Date Exercisable	Title

						Expiration Date	Amount or Number of Shares
Restricted Stock Unit Award	\$ 0 ⁽⁶⁾	08/15/2014	M	2,334	05/15/2013 ⁽⁷⁾	02/15/2018	Common Stock, par value \$.01 per share 2,334
Restricted Stock Unit Award	\$ 0 ⁽⁶⁾	08/15/2014	M	5,750	05/15/2014 ⁽⁸⁾	02/15/2016	Common Stock, par value \$.01 per share 5,750

Reporting Owners

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

Signatures

/s/ by Michael D. Deal as attorney-in-fact for Andrew R. Jassy, Senior Vice President 08/18/2014

__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 \$330.75 and the lowest price at which shares were sold was \$329.77.
- (3) Represents the weighted average sale price. The highest price at which shares were sold was \$331.87 and the lowest price at which shares were sold was \$330.89.
- (4) Represents the weighted average sale price. The highest price at which shares were sold was \$332.76 and the lowest price at which shares were sold was \$332.00.
- (5) Represents the weighted average sale price. The highest price at which shares were sold was \$333.38 and the lowest price at which shares were sold was \$333.11.
- (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: 1,547 shares on each of May 15, 2013, August 15, 2013, and November 15, 2013; 1,546 shares on February 15, 2014; 2,334 shares on each of May 15, 2014, August 15, 2014, November 15, 2014, and February 15, 2015; 1,280 shares on each of May 15, 2015 and August 15, 2015; 1,279 shares on each of November 15, 2015 and February 15, 2016; 5,489 shares on each of May 15, 2016, August 15, 2016, November 15, 2016, and February 15, 2017; 4,231 shares on each of May 15, 2017 and August 15, 2017; and 4,230 shares on each of November 15, 2017 and February 15, 2018.

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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:

The reporting person undertakes to provide, upon request by the staff of the SEC, the issuer, or a security holder of the issuer, transactions reported on this Form 4.

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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