

AMAZON COM INC
Form 4
February 18, 2015

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 *
SZKUTAK THOMAS J

2. Issuer Name and Ticker or Trading Symbol
AMAZON COM INC [AMZN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
P.O. BOX 81226

3. Date of Earliest Transaction (Month/Day/Year)
02/15/2015

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

(Street)
SEATTLE, WA 98108-1226

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock, par value \$0.01 per share	02/15/2015		M		1,303	A	\$ 0
Common Stock, par value \$0.01 per share	02/15/2015		M		5,750	A	\$ 0
Common Stock, par value \$0.01 per share	02/17/2015		S ⁽¹⁾		800	D	\$ 373.3112

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value					(2)		
\$.01 per share							
Common Stock, par value	02/17/2015	S ⁽¹⁾	900	D	\$ 374.5233	64,450	D
\$.01 per share					(3)		
Common Stock, par value	02/17/2015	S ⁽¹⁾	363	D	\$ 375.4751	64,087	D
\$.01 per share					(4)		
Common Stock, par value	02/17/2015	S ⁽¹⁾	400	D	\$ 376.56	63,687	D
\$.01 per share					(5)		
Common Stock, par value	02/17/2015	S ⁽¹⁾	400	D	\$ 378.6875	63,287	D
\$.01 per share					(6)		
Common Stock, par value	02/17/2015	S ⁽¹⁾	100	D	\$ 379.75	63,187	D
\$.01 per share							
Common Stock, par value						485.969	I
\$.01 per share							
							Held by the reporting person's Amazon.com 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	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	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			(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 ⁽⁷⁾	02/15/2015		M		1,303		05/15/2013 ⁽⁸⁾	02/15/2018	Common Stock, par value \$.01 per share	1,303
Restricted Stock Unit Award	\$ 0 ⁽⁷⁾	02/15/2015		M		5,750		05/15/2014 ⁽⁹⁾	02/15/2016	Common Stock, par value \$.01 per share	5,750

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
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 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 \$373.61 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 \$374.89 and the lowest price at which shares were sold was \$373.94.
 - (4) Represents the weighted average sale price. The highest price at which shares were sold was \$375.88 and the lowest price at which shares were sold was \$375.15.
 - (5) Represents the weighted average sale price. The highest price at which shares were sold was \$376.85 and the lowest price at which shares were sold was \$376.43.
 - (6) Represents the weighted average sale price. The highest price at which shares were sold was \$379.00 and the lowest price at which shares were sold was \$378.24.

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- (7) 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: 611 shares on each of May 15, 2013,

- (8) 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.

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,

- (9) 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,

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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