

AMAZON COM INC
Form 4
February 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 *
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)
02/15/2014

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 and CFO

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 Indirect Ownership (Instr. 4) | |
|------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|--------------------------------------------|---|
| | | | Code | V | Amount (D) or Price (A) | | | |
| Common Stock, par value \$0.01 per share | 02/15/2014 | | M | | 7,500 | A | \$ 0 49,621 | D |
| Common Stock, par value \$0.01 per share | 02/15/2014 | | M | | 610 | A | \$ 0 50,231 | D |
| Common Stock, par | 02/18/2014 | | S ⁽¹⁾ | | 904 | D | \$ 350.7125 49,327 | D |

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| | | | | | | | |
|-------------------------|------------|------------------|-----|---|-------------|---------|----------------------------------------------------------|
| value | | | | | (2) | | |
| \$.01 per share | | | | | | | |
| Common Stock, par value | 02/18/2014 | S ⁽¹⁾ | 700 | D | \$ 351.7414 | 48,627 | D |
| \$.01 per share | | | | | (3) | | |
| Common Stock, par value | 02/18/2014 | S ⁽¹⁾ | 900 | D | \$ 352.7344 | 47,727 | D |
| \$.01 per share | | | | | (4) | | |
| Common Stock, par value | 02/18/2014 | S ⁽¹⁾ | 900 | D | \$ 353.8356 | 46,827 | D |
| \$.01 per share | | | | | (5) | | |
| Common Stock, par value | | | | | | 476.127 | 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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(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) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|
| Restricted Stock Unit | \$ 0 ⁽⁶⁾ | 02/15/2014 | | M | 7,500 | 05/15/2011 ⁽⁷⁾ 02/15/2014 | Common Stock, par |

Amount or Number of Shares

| | | | | | | | | |
|-----------------------------------|---------------------|------------|---|-----|---------------------------|------------|-------------------------------|-----------------------------|
| Award | | | | | | | | value \$.01 per share |
| Restricted Stock Unit Award | \$ 0 ⁽⁶⁾ | 02/15/2014 | M | 610 | 05/15/2013 ⁽⁸⁾ | 02/15/2018 | Common Stock, par value | 610 \$.01 per share |

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 | 02/19/2014 |
| __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 \$351.04 and the lowest price at which shares were sold was \$350.12.
- (3) Represents the weighted average sale price. The highest price at which shares were sold was \$352.23 and the lowest price at which shares were sold was \$351.24.
- (4) Represents the weighted average sale price. The highest price at which shares were sold was \$353.19 and the lowest price at which shares were sold was \$352.38.
- (5) Represents the weighted average sale price. The highest price at which shares were sold was \$354.30 and the lowest price at which shares were sold was \$353.40.
- (6) Converts into Common Stock on a one-for-one basis.
- (7) This award vested 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: 10,000 shares on each of May 15, 2011, August 15, 2011, November 15, 2011, and February 15, 2012; and 7,500 shares on each of May 15, 2012, August 15, 2012, November 15, 2012, February 15, 2013, May 15, 2013, August 15, 2013, November 15, 2013, and February 15, 2014.
- (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: 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.

Remarks:

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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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