

AMAZON COM INC
Form 4
May 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 *
WILKE JEFFREY A

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)
05/15/2014

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

(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 Beneficial Ownership (Instr. 4)
				(A) or (D)	Amount		
					Price		
Common Stock, par value \$0.01 per share	05/15/2014		M	A	3,892	\$ 0	42,266 D
Common Stock, par value \$0.01 per share	05/15/2014		M	A	6,250	\$ 0	48,516 D
Common Stock, par	05/15/2014		S ⁽¹⁾	D	600	\$ 295.7851	47,916 D

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value					(2)			
\$.01 per share								
Common Stock, par value	05/15/2014	S ⁽¹⁾	539	D	\$ 295.0132	47,377		D
\$.01 per share					(3)			
Common Stock, par value	05/15/2014	S ⁽¹⁾	900	D	\$ 293.7517	46,477		D
\$.01 per share					(4)			
Common Stock, par value	05/15/2014	S ⁽¹⁾	1,425	D	\$ 292.8644	45,052		D
\$.01 per share					(5)			
Common Stock, par value	05/15/2014	S ⁽¹⁾	900	D	\$ 291.7022	44,152		D
\$.01 per share					(6)			
Common Stock, par value	05/15/2014	S ⁽¹⁾	200	D	\$ 290.705	43,952		D
\$.01 per share					(7)			
Common Stock, par value						13,124		I
\$.01 per share								In trust
Common Stock, par value						9,234		I
\$.01 per share								In trust
Common Stock, par value						509.595		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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(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 Award	\$ 0 ⁽⁸⁾	05/15/2014		M	3,892	05/15/2013 ⁽⁹⁾ 02/15/2018	Common Stock, par value \$.01 per share 3,89
Restricted Stock Unit Award	\$ 0 ⁽⁸⁾	05/15/2014		M	6,250	05/15/2014 ⁽¹⁰⁾ 02/15/2016	Common Stock, par value \$.01 per share 6,25

Reporting Owners

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

Signatures

/s/ Jeffrey A. Wilke, Senior Vice President

05/19/2014

**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 \$296.395 and the lowest price at which shares were sold was \$295.50.
- (3) Represents the weighted average sale price. The highest price at which shares were sold was \$295.33 and the lowest price at which shares were sold was \$294.47.
- (4) Represents the weighted average sale price. The highest price at which shares were sold was \$294.26 and the lowest price at which shares were sold was \$293.38.
- (5) Represents the weighted average sale price. The highest price at which shares were sold was \$293.16 and the lowest price at which shares were sold was \$292.27.
- (6) Represents the weighted average sale price. The highest price at which shares were sold was \$292.12 and the lowest price at which shares were sold was \$291.21.
- (7) Represents the weighted average sale price. The highest price at which shares were sold was \$290.85 and the lowest price at which shares were sold was \$290.56.
- (8) 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: 4,163 shares on May 15, 2013; 4,162 shares on each of August 15, 2013, November 15, 2013, and February 15, 2014; 3,892 shares on May 15, 2014; 3,891 shares on each of August 15, 2014, November 15, 2014, and February 15, 2015; 2,569 shares on May 15, 2015; 2,568 shares on each of August 15, 2015, November 15, 2015, and February 15, 2016; 6,889 shares on each of May 15, 2016 and August 15, 2016; 6,888 shares on each of November 15, 2016 and February 15, 2017; and 5,312 shares on each of May 15, 2017, August 15, 2017, November 15, 2017, and February 15, 2018.
- (10) 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: 6,250 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,

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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