AMAZON COM INC
Form 4
November 18, 2014

# FORM 4

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

**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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Reynolds Shelley

(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)
11/15/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 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) |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock, par value $.01 per share | 11/15/2014 | | M | | 179 | A | $ 0 | 6,168 | D | |
| Common Stock, par value $.01 per share | 11/15/2014 | | M | | 739 | A | $ 0 | 6,907 | D | |
| Common Stock, par | 11/17/2014 | | S(1) | | 118 | D | $ 319.4547 | 6,789 | D | |

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| value $.01 per share | | | | | [(2)] | | | |
| Common Stock, par value $.01 per share | 11/17/2014 | | S[(1)] | 200 | D | $ 320.91 [(3)] | 6,589 | D |
| Common Stock, par value $.01 per share | 11/17/2014 | | S[(1)] | 200 | D | $ 322.69 [(4)] | 6,389 | D |
| Common Stock, par value $.01 per share | 11/17/2014 | | S[(1)] | 200 | D | $ 326.58 [(5)] | 6,189 | D |
| Common Stock, par value $.01 per share | 11/17/2014 | | S[(1)] | 100 | D | $ 323.78 | 6,089 | D |
| Common Stock, par value $.01 per share | 11/17/2014 | | S[(1)] | 100 | D | $ 325 | 5,989 | D |
| Common Stock, par value $.01 per share | | | | | | | 132.784 | 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 | 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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---|---|---|---|---|---|---|---|

| | Derivative Security | | | Acquired (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 (6) | 11/15/2014 | | M | | | 179 | 05/15/2014(7) | 02/15/2017 | Common Stock, par value $.01 per share | 179 |
| Restricted Stock Unit Award | $ 0 (6) | 11/15/2014 | | M | | | 739 | 05/15/2014(8) | 02/15/2016 | Common Stock, par value $.01 per share | 739 |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| Reynolds Shelley<br>P.O. BOX 81226<br>SEATTLE, WA 98108-1226 | | | Vice President | |

# Signatures

| /s/ Shelley Reynolds, Vice President | 11/18/2014 |
|---|---|
| **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 $319.47 and the lowest price at which shares were sold was $319.37.

**(3)** Represents the weighted average sale price. The highest price at which shares were sold was $321.39 and the lowest price at which shares were sold was $320.43.

**(4)** Represents the weighted average sale price. The highest price at which shares were sold was $322.98 and the lowest price at which shares were sold was $322.40.

**(5)** Represents the weighted average sale price. The highest price at which shares were sold was $326.62 and the lowest price at which shares were sold was $326.54.

**(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: 180 shares on May 15, 2014; 179 shares on each of August 15, 2014, November 15, 2014, and February 15, 2015; 162 shares on each of May 15, 2015, August 15, 2015, November 15, 2015, and February 15, 2016; 531 shares on May 15, 2016; and 530 shares on each of August 15, 2016, November 15, 2016, and February 15, 2017.

**(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: 738 shares on each of May 15, 2014 and August 15, 2014; 739 shares on each of November 15, 2014 and February 15, 2015; 541 shares on May 15, 2015; and 542 shares on each of 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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