AMAZON COM INC
Form 4
May 17, 2016

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 *
Zapolsky David

(Last) (First) (Middle)

PO 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)
05/15/2016

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)
Senior 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	05/15/2016		M		451	A	$ 0	2,826	D	
Common Stock, par value $.01 per share	05/15/2016		M		334	A	$ 0	3,160	D	
Common Stock, par value $.01 per share	05/15/2016		M		524	A	$ 0	3,684	D	

Common Stock, par value $.01 per share	05/15/2016		M	710	A	$ 0	4,394	D
Common Stock, par value $.01 per share	05/16/2016		S[(1)]	400	D	$ 701.3275 [(2)]	3,994	D
Common Stock, par value $.01 per share	05/16/2016		S[(1)]	600	D	$ 702.3917 [(3)]	3,394	D
Common Stock, par value $.01 per share	05/16/2016		S[(1)]	507	D	$ 704.4881 [(4)]	2,887	D
Common Stock, par value $.01 per share	05/16/2016		S[(1)]	212	D	$ 705.4915 [(5)]	2,675	D
Common Stock, par value $.01 per share	05/16/2016		S[(1)]	100	D	$ 706.77	2,575	D
Common Stock, par value $.01 per share	05/16/2016		S[(1)]	100	D	$ 707.92	2,475	D
Common Stock, par value $.01 per share	05/16/2016		S[(1)]	100	D	$ 710.05	2,375	D
Common Stock, par value $.01 per share	05/16/2016		G[(6)]	V 357	D	$ 0	2,018	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit Award	$ 0 (7)	05/15/2016		M			451	05/15/2013(8)	02/15/2018	Common Stock, par value $.01 per share	451
Restricted Stock Unit Award	$ 0 (7)	05/15/2016		M			334	05/15/2014(9)	02/15/2017	Common Stock, par value $.01 per share	334
Restricted Stock Unit Award	$ 0 (7)	05/15/2016		M			524	05/15/2014(10)	02/15/2017	Common Stock, par value $.01 per share	524
Restricted Stock Unit Award	$ 0 (7)	05/15/2016		M			710	05/15/2015(11)	02/15/2020	Common Stock, par value $.01 per share	710

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Zapolsky David PO BOX 81226 SEATTLE, WA 98108-1226			Senior Vice President	

Signatures

/s/ David Zapolsky, Senior Vice President, General Counsel & Secretary	05/16/2016
**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 $701.77 and the lowest price at which shares were sold was $700.91.
(3)	Represents the weighted average sale price. The highest price at which shares were sold was $703.01 and the lowest price at which shares were sold was $702.05.
(4)	Represents the weighted average sale price. The highest price at which shares were sold was $704.78 and the lowest price at which shares were sold was $703.98.
(5)	Represents the weighted average sale price. The highest price at which shares were sold was $705.93 and the lowest price at which shares were sold was $705.04.
(6)	Contribution to non-profit organization.
(7)	Converts into Common Stock on a one-for-one basis.
(8)	This award vests 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: 604 shares on each of May 15, 2013, August 15, 2013, and November 15, 2013; 603 shares on February 15, 2014; 866 shares on each of May 15, 2014, August 15, 2014, November 15, 2014, and February 15, 2015; 573 shares on each of May 15, 2015, August 15, 2015, November 15, 2015, and February 15, 2016; 451 shares on each of May 15, 2016, August 15, 2016, and November 15, 2016; 450 shares on February 15, 2017; 1,002 shares on each of May 15, 2017, August 15, 2017, and November 15, 2017; and 1,001 shares on February 15, 2018.
(9)	This award vests at the rate of: 305 shares on each of May 15, 2014, August 15, 2014, and November 15, 2014; 303 shares on February 15, 2015; 363 shares on each of May 15, 2015, August 15, 2015, and November 15, 2015; 361 shares on February 15, 2016; 334 shares on each of May 15, 2016, August 15, 2016, and November 15, 2016; and 333 shares on February 15, 2017.
(10)	This award vests at the rate of: 17 shares on May 15, 2014; 16 shares on each of August 15, 2014, November 15, 2014, and February 15, 2015; 27 shares on each of May 15, 2015, August 15, 2015, and November 15, 2015; 26 shares on February 15, 2016; and 524 shares on each of May 15, 2016, August 15, 2016, November 15, 2016, and February 15, 2017.
(11)	This award vests 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: 637 shares on each of May 15, 2015, August 15, 2015, November 15, 2015, and February 15, 2016; 710 shares on each of May 15, 2016 and August 15, 2016; 711 shares on each of November 15, 2016 and February 15, 2017; 753 shares on May 15, 2017; 754 shares on each of August 15, 2017, November 15, 2017, and February 15, 2018; 1,367 shares on each of May 15, 2018 and August 15, 2018; 1,368 shares on each of November 15, 2018 and February 15, 2019; and 1,051 shares on each of May 15, 2019, August 15, 2019, November 15, 2019, and February 15, 2020.

Remarks:

The reporting person undertakes to provide, upon request by the staff of the SEC, the issuer, or a security holder of the issuer,

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