

Blackburn Jeffrey M
 Form 4
 August 17, 2017

FORM 4

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

OMB APPROVAL

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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 *
 Blackburn Jeffrey M

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)

3. Date of Earliest Transaction (Month/Day/Year)
 08/15/2017

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

P.O. BOX 81226

Senior Vice President

(Street)

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

SEATTLE, WA 98108-1226

(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)
			Code	V	Amount	(D)	Price
Common Stock, par value \$0.01 per share	08/15/2017		M		3,688	A	\$ 0
Common Stock, par value \$0.01 per share	08/15/2017		M		1,036	A	\$ 0
Common Stock, par	08/15/2017		S ⁽¹⁾		300	D	\$ 982.9133

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value					(2)			
\$.01 per share								
Common Stock, par value	08/15/2017	S(1)	200	D	\$ 984.15 (3)	53,958	D	
\$.01 per share								
Common Stock, par value	08/15/2017	S(1)	613	D	\$ 985.2316 (4)	53,345	D	
\$.01 per share								
Common Stock, par value	08/15/2017	S(1)	300	D	\$ 986.26 (5)	53,045	D	
\$.01 per share								
Common Stock, par value	08/15/2017	S(1)	100	D	\$ 987.02	52,945	D	
\$.01 per share								
Common Stock, par value	08/15/2017	S(1)	464	D	\$ 988.7019 (6)	52,481	D	
\$.01 per share								
Common Stock, par value	08/15/2017	S(1)	100	D	\$ 991.38	52,381	D	
\$.01 per share								
Common Stock, par value						20,000	I	In trust
\$.01 per share								
Common Stock, par value						473.946	I	Held by the reporting person's Amazon.com 401(k) plan account
\$.01 per share								

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)	Amount or Number of Shares
Restricted Stock Unit Award	\$ 0 ⁽⁷⁾	08/15/2017		M	3,688	05/15/2013 ⁽⁸⁾ 02/15/2018	Common Stock, par value \$.01 per share	3,688
Restricted Stock Unit Award	\$ 0 ⁽⁷⁾	08/15/2017		M	1,036	05/15/2017 ⁽⁹⁾ 02/15/2022	Common Stock, par value \$.01 per share	1,036

Reporting Owners

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

Signatures

/s/ by Michael D. Deal as attorney-in-fact for Jeffrey M. Blackburn, Senior Vice President

08/17/2017

__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 \$983.42 and the lowest price at which shares were sold was \$982.56.
- (3) Represents the weighted average sale price. The highest price at which shares were sold was \$984.50 and the lowest price at which shares were sold was \$983.80.
- (4) Represents the weighted average sale price. The highest price at which shares were sold was \$985.69 and the lowest price at which shares were sold was \$984.87.
- (5) Represents the weighted average sale price. The highest price at which shares were sold was \$986.67 and the lowest price at which shares were sold was \$985.96.
- (6) Represents the weighted average sale price. The highest price at which shares were sold was \$988.95 and the lowest price at which shares were sold was \$988.05.
- (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: 361 shares on each of May 15, 2013, August 15, 2013, and November 15, 2013; 360 shares on February 15, 2014; 1,428 shares on each of May 15, 2014, August 15, 2014, November 15, 2014, and February 15, 2015; 508 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: 1,036 shares on each of May 15, 2017 and August 15, 2017; 1,037 shares on each of November 15, 2017 and February 15, 2018; 1,667 shares on each of May 15, 2018 and August 15, 2018; 1,668 shares on each of November 15, 2018 and February 15, 2019; 1,692 shares on each of May 15, 2019, August 15, 2019, November 15, 2019, and February 15, 2020; 2,791 shares on each of May 15, 2020, August 15, 2020, and November 15, 2020; 2,792 shares on February 15, 2021; 2,153 shares on each of May 15, 2021, August 15, 2021, and November 15, 2021; and 2,154 shares on February 15, 2022.

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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