

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 *
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)
05/15/2014

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)
Vice President

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 Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(D)	Price			
Common Stock, par value \$0.01 per share	05/15/2014		M		180	A	\$ 0	6,169	D	
Common Stock, par value \$0.01 per share	05/15/2014		M		738	A	\$ 0	6,907	D	
Common Stock, par value \$0.01 per share	05/15/2014		S ⁽¹⁾		86	D	\$ 294.03	6,821	D	

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value
\$.01 per
share

Common
Stock, par
value
\$.01 per
share

05/15/2014

S⁽¹⁾

100

D

\$
296.02 6,721

D

Common
Stock, par
value
\$.01 per
share

05/15/2014

S⁽¹⁾

100

D

\$
297.63 6,621

D

Common
Stock, par
value
\$.01 per
share

05/15/2014

S⁽¹⁾

100

D

\$
298.72 6,521

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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(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)
	\$ 0 ⁽²⁾	05/15/2014		M	180	05/15/2014 ⁽³⁾ 02/15/2017	Title Amount or Number of Shares 180

Restricted Stock Unit Award								Common Stock, par value \$.01 per share	
Restricted Stock Unit Award	\$ 0 ⁽²⁾	05/15/2014	M	738	05/15/2014 ⁽⁴⁾	02/15/2016		Common Stock, par value \$.01 per share	738

Reporting Owners

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

Signatures

/s/ Shelley Reynolds, 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) 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: 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.

- (3) 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.
- (4) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.