

AMAZON COM INC

Form 4

February 18, 2015

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Jassy Andrew R

(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)  
02/15/2015

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 \_\_\_\_ Other (specify  
below) 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<br>Security<br>(Instr. 3)               | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|-----------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock, par<br>value<br>\$.01 per<br>share | 02/15/2015                              |                                                             | M                                    | 2,334 A                                                                 | \$ 0                                                                                                               | 57,110                                                                  | D                                                                 |
| Common<br>Stock, par<br>value<br>\$.01 per<br>share | 02/15/2015                              |                                                             | M                                    | 5,750 A                                                                 | \$ 0                                                                                                               | 62,860                                                                  | D                                                                 |
| Common<br>Stock, par                                | 02/17/2015                              |                                                             | S <sup>(1)</sup>                     | 900 D                                                                   | \$ 373.47<br><sup>(2)</sup>                                                                                        | 61,960                                                                  | D                                                                 |

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value  
\$.01 per  
share

Common  
Stock, par  
value  
\$.01 per  
share

02/17/2015

S<sup>(1)</sup>

863

D

\$ 374.373  
(3)

61,097

D

Common  
Stock, par  
value  
\$.01 per  
share

02/17/2015

S<sup>(1)</sup>

632

D

\$

375.4194  
(4)

60,465

D

Common  
Stock, par  
value  
\$.01 per  
share

02/17/2015

S<sup>(1)</sup>

400

D

\$ 376.52  
(5)

60,065

D

Common  
Stock, par  
value  
\$.01 per  
share

02/17/2015

S<sup>(1)</sup>

100

D

\$ 377.5

59,965

D

Common  
Stock, par  
value  
\$.01 per  
share

02/17/2015

S<sup>(1)</sup>

400

D

\$ 378.69  
(6)

59,565

D

Common  
Stock, par  
value  
\$.01 per  
share

02/17/2015

S<sup>(1)</sup>

100

D

\$ 379.75

59,465

D

Common  
Stock, par  
value  
\$.01 per  
share

477.907

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)

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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 <sup>(7)</sup>                                    | 02/15/2015                           |                                                    | M                              | 2,334                                                                                   | 05/15/2013 <sup>(8)</sup> 02/15/2018                     | Common Stock, par value \$.01 per share 2,334                 |
| Restricted Stock Unit Award                | \$ 0 <sup>(7)</sup>                                    | 02/15/2015                           |                                                    | M                              | 5,750                                                                                   | 05/15/2014 <sup>(9)</sup> 02/15/2016                     | Common Stock, par value \$.01 per share 5,750                 |

## Reporting Owners

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

## Signatures

/s/ by Michael D. Deal as attorney-in-fact for Andrew R. Jassy, Senior Vice President 02/18/2015

\*\*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 \$373.75 and the lowest price at which shares were sold was \$372.93.
- (3) Represents the weighted average sale price. The highest price at which shares were sold was \$374.88 and the lowest price at which shares were sold was \$373.96.

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- (4) Represents the weighted average sale price. The highest price at which shares were sold was \$375.88 and the lowest price at which shares were sold was \$375.00.
- (5) Represents the weighted average sale price. The highest price at which shares were sold was \$376.96 and the lowest price at which shares were sold was \$376.36.
- (6) Represents the weighted average sale price. The highest price at which shares were sold was \$378.87 and the lowest price at which shares were sold was \$378.54.
- (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: 1,547 shares on each of May 15, 2013, August 15, 2013, and November 15, 2013; 1,546 shares on February 15, 2014; 2,334 shares on each of May 15, 2014, August 15, 2014, November 15, 2014, and February 15, 2015; 1,280 shares on each of May 15, 2015 and August 15, 2015; 1,279 shares on each of November 15, 2015 and February 15, 2016; 5,489 shares on each of May 15, 2016, August 15, 2016, November 15, 2016, and February 15, 2017; 4,231 shares on each of May 15, 2017 and August 15, 2017; and 4,230 shares on each of November 15, 2017 and February 15, 2018.

- (9) 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: 5,750 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:

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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