

WILKE JEFFREY A
Form 4
February 20, 2018

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 *
WILKE JEFFREY A

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)
02/15/2018

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

P.O. BOX 81226

(Street)

CEO Worldwide Consumer

SEATTLE, WA 98108-1226

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

(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 Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock, par value \$0.01 per share	02/15/2018		M	V 5,312 A \$ 0	15,312	D	
Common Stock, par value \$0.01 per share	02/15/2018		G	V 5,312 D \$ 0	10,000	D	
Common Stock, par value \$0.01 per share	02/15/2018		G	V 5,312 A \$ 0	64,974	I	In trust

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value \$.01 per share								
Common Stock, par value	02/15/2018	<u>S⁽¹⁾</u>	200	D	\$ 1,464.0375 <u>(2)</u>	64,774	I	In trust
\$.01 per share								
Common Stock, par value	02/15/2018	<u>S⁽¹⁾</u>	500	D	\$ 1,461.6869 <u>(3)</u>	64,274	I	In trust
\$.01 per share								
Common Stock, par value	02/15/2018	<u>S⁽¹⁾</u>	320	D	\$ 1,460.5477 <u>(4)</u>	63,954	I	In trust
\$.01 per share								
Common Stock, par value	02/15/2018	<u>S⁽¹⁾</u>	280	D	\$ 1,459.6883 <u>(5)</u>	63,674	I	In trust
\$.01 per share								
Common Stock, par value	02/15/2018	<u>S⁽¹⁾</u>	200	D	\$ 1,458.67 <u>(6)</u>	63,474	I	In trust
\$.01 per share								
Common Stock, par value	02/15/2018	<u>S⁽¹⁾</u>	100	D	\$ 1,457.51	63,374	I	In trust
\$.01 per share								
Common Stock, par value	02/15/2018	<u>S⁽¹⁾</u>	100	D	\$ 1,455.08	63,274	I	In trust
\$.01 per share								
Common Stock, par value	02/15/2018	<u>S⁽¹⁾</u>	100	D	\$ 1,452.03	63,174	I	In trust
\$.01 per share								
Common Stock, par value	02/15/2018	<u>S⁽¹⁾</u>	100	D	\$ 1,449.39	63,074	I	In trust

\$.01 per share

Common Stock, par value

02/15/2018

S⁽¹⁾

100

D

\$ 1,443.2

62,974

I

In trust

\$.01 per share

Common Stock, par value

\$.01 per share

532.044

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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 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)
Restricted Stock Unit Award	\$ 0 ⁽⁷⁾	02/15/2018		M	5,312	05/15/2013 ⁽⁸⁾ 02/15/2018	Common Stock, par value \$.01 per share

Reporting Owners

Reporting Owner Name / Address	Relationships		
	Director	10% Owner	Officer
WILKE JEFFREY A P.O. BOX 81226			CEO Worldwide Consumer

SEATTLE, WA 98108-1226

Signatures

/s/ by Mark F. Hoffman as attorney-in-fact for JEFFREY A. WILKE, CEO Worldwide
Consumer

02/19/2018

__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 \$1,464.19 and the lowest price at which shares were sold was \$1,463.88.
- (3) Represents the weighted average sale price. The highest price at which shares were sold was \$1,462.11 and the lowest price at which shares were sold was \$1,461.25.
- (4) Represents the weighted average sale price. The highest price at which shares were sold was \$1,461.01 and the lowest price at which shares were sold was \$1,460.06.
- (5) Represents the weighted average sale price. The highest price at which shares were sold was \$1,460.01 and the lowest price at which shares were sold was \$1,459.18.
- (6) Represents the weighted average sale price. The highest price at which shares were sold was \$1,459.01 and the lowest price at which shares were sold was \$1,458.33.
- (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: 4,163 shares on May 15, 2013; 4,162 shares each of on August 15, 2013, November 15, 2013, and February 15, 2014; 3,892 shares on May 15, 2014; 3,891 shares on each of August 15, 2014, November 15, 2014, and February 15, 2015; 2,569 shares on May 15, 2015; 2,568 shares on each of August 15, 2015, November 15, 2015, and February 15, 2016; 6,889 shares on each of May 15, 2016 and August 15, 2016; 6,888 shares on each of November 15, 2016 and February 15, 2017; and 5,312 shares on each of May 15, 2017, August 15, 2017, November 15, 2017, and February 15, 2018.

Remarks:

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

Exhibit 24

Power of Attorney

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