

AMAZON COM INC

Form 4

August 19, 2014

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**WILKE JEFFREY A**

(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)  
**08/15/2014**

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) below)

Senior 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)
Common Stock, par value \$.01 per share	08/15/2014		M	3,891 A	\$ 0	47,843	D
Common Stock, par value \$.01 per share	08/15/2014		M	6,250 A	\$ 0	54,093	D
Common Stock, par	08/15/2014		S <sup>(1)</sup>	491 D	\$ 332.8253	53,602	D

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value					(2)			
\$.01 per								
share								
Common								
Stock, par					\$			
value	08/15/2014	S(1)	1,600	D	331.7339	52,002	D	
\$.01 per					(3)			
share								
Common								
Stock, par					\$			
value	08/15/2014	S(1)	1,872	D	330.4201	50,130	D	
\$.01 per					(4)			
share								
Common								
Stock, par					\$			
value	08/15/2014	S(1)	600	D	329.2683	49,530	D	
\$.01 per					(5)			
share								
Common								
Stock, par								
value						11,248	I	In trust
\$.01 per								
share								
Common								
Stock, par								
value						9,234	I	In trust
\$.01 per								
share								
Common								
Stock, par								
value						512.197	I	Held by the
\$.01 per								reporting
share								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)

**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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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Derivative Security			(A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit Award	\$ 0 <sup>(6)</sup>	08/15/2014		M		3,891	05/15/2013 <sup>(7)</sup>	02/15/2018		Common Stock, par value \$.01 per share	3,891
Restricted Stock Unit Award	\$ 0 <sup>(6)</sup>	08/15/2014		M		6,250	05/15/2014 <sup>(8)</sup>	02/15/2016		Common Stock, par value \$.01 per share	6,250

## Reporting Owners

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

## Signatures

/s/ Jeffrey A. Wilke, Senior Vice  
President 08/18/2014

<sup>\_\_</sup>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 \$333.20 and the lowest price at which shares were sold was \$332.33.
- (3) Represents the weighted average sale price. The highest price at which shares were sold was \$332.19 and the lowest price at which shares were sold was \$331.30.
- (4) Represents the weighted average sale price. The highest price at which shares were sold was \$330.77 and the lowest price at which shares were sold was \$329.94.
- (5) Represents the weighted average sale price. The highest price at which shares were sold was \$329.73 and the lowest price at which shares were sold was \$328.90.
- (6) Converts into Common Stock on a one-for-one basis.

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- 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 on each of 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.
- (7)
- 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: 6,250 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.
- (8)

### Remarks:

### 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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