AMAZON COM INC
Form 4
May 04, 2015

FORM 4

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

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 Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
SZKUTAK THOMAS J

(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)
05/01/2015

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 below) _____ Other (specify below)
Senior Vice President and CFO

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 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	(A) or (D)	Price			
Common Stock, par value $.01 per share	05/01/2015		S[(1)]		2,230	D	$ 417.8821 [(2)]	60,957	D	
Common Stock, par value $.01 per share	05/01/2015		S[(1)]		2,851	D	$ 419.0409 [(3)]	58,106	D	
Common Stock, par	05/01/2015		S[(1)]		910	D	$ 419.9016	57,196	D	

value $.01 per share					[4]			
Common Stock, par value $.01 per share	05/01/2015		S[1]	200	D	$ 420.94 [5]	56,996	D
Common Stock, par value $.01 per share	05/01/2015		S[1]	1,002	D	$ 422.1433 [6]	55,994	D
Common Stock, par value $.01 per share	05/01/2015		S[1]	1,607	D	$ 423.3236 [7]	54,387	D
Common Stock, par value $.01 per share	05/01/2015		S[1]	1,100	D	$ 424.45 [8]	53,287	D
Common Stock, par value $.01 per share	05/01/2015		S[1]	100	D	$ 425.1	53,187	D
Common Stock, par value $.01 per share							487.379	I

Held by the reporting person's Amazon.com 401(k) 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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene

Derivative Security			Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			(Instr. 3 and 4)			Owne Follo Repo Trans (Instr
	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SZKUTAK THOMAS J P.O. BOX 81226 SEATTLE, WA 98108-1226			Senior Vice President and CFO	

Signatures

/s/ THOMAS J. SZKUTAK, Senior Vice President and CFO	05/04/2015
**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 $418.45 and the lowest price at which shares were sold was $417.46.
(3)	Represents the weighted average sale price. The highest price at which shares were sold was $419.47 and the lowest price at which shares were sold was $418.54.
(4)	Represents the weighted average sale price. The highest price at which shares were sold was $420.52 and the lowest price at which shares were sold was $419.56.
(5)	Represents the weighted average sale price. The highest price at which shares were sold was $421.30 and the lowest price at which shares were sold was $420.58.
(6)	Represents the weighted average sale price. The highest price at which shares were sold was $422.41 and the lowest price at which shares were sold was $421.70.
(7)	Represents the weighted average sale price. The highest price at which shares were sold was $423.88 and the lowest price at which shares were sold was $422.89.
(8)	Represents the weighted average sale price. The highest price at which shares were sold was $424.95 and the lowest price at which shares were sold was $424.02.

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.

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.