

AMAZON COM INC
Form 4
August 17, 2016

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 *
Zapolsky David

(Last) (First) (Middle)

PO 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)
08/15/2016

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)

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)		
			Code	V	Amount	(D)	Price		
Common Stock, par value \$.01 per share	08/15/2016		M		451	A	\$ 0	2,469	D
Common Stock, par value \$.01 per share	08/15/2016		M		334	A	\$ 0	2,803	D
Common Stock, par value \$.01 per share	08/15/2016		M		524	A	\$ 0	3,327	D

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Common Stock, par value \$.01 per share	08/15/2016	M	710	A	\$ 0	4,037	D
Common Stock, par value \$.01 per share	08/15/2016	S ⁽¹⁾	719	D	\$ 768.4658 <u>(2)</u>	3,318	D
Common Stock, par value \$.01 per share	08/15/2016	S ⁽¹⁾	1,100	D	\$ 770.1309 <u>(3)</u>	2,218	D
Common Stock, par value \$.01 per share	08/15/2016	S ⁽¹⁾	200	D	\$ 771.435 <u>(4)</u>	2,018	D

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Unit Award	\$ 0 ⁽⁵⁾	08/15/2016		M	451	05/15/2013 ⁽⁶⁾ 02/15/2018	Common Stock, par value \$.01 per share 451
Restricted Stock Unit Award	\$ 0 ⁽⁵⁾	08/15/2016		M	334	05/15/2014 ⁽⁷⁾ 02/15/2017	Common Stock, par value \$.01 per share 334

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shares on each of May 15, 2016, August 15, 2016, November 15, 2016, and February 15, 2017.

- (9) This award vests 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: 637 shares on each of May 15, 2015, August 15, 2015, November 15, 2015, and February 15, 2016; 710 shares on each of May 15, 2016 and August 15, 2016; 711 shares on each of November 15, 2016 and February 15, 2017; 753 shares on May 15, 2017; 754 shares on each of August 15, 2017, November 15, 2017, and February 15, 2018; 1,367 shares on each of May 15, 2018 and August 15, 2018; 1,368 shares on each of November 15, 2018 and February 15, 2019; and 1,051 shares on each of May 15, 2019, August 15, 2019, November 15, 2019, and February 15, 2020.

Remarks:

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

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