

AMAZON COM INC  
Form 4  
May 17, 2017

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Olsavsky Brian T

(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)  
05/15/2017

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 and CFO

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 \$0.01 per share	05/15/2017		M		747	A	\$ 0
					1,747	D	
Common Stock, par value \$0.01 per share	05/15/2017		M		1,363	A	\$ 0
					3,110	D	
Common Stock, par value \$0.01 per share	05/15/2017		M		73	A	\$ 0
					3,183	D	

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value  
\$.01 per  
share

Common  
Stock, par

value	05/15/2017	M	150	A	\$ 0	3,333	D
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\$.01 per  
share

Common  
Stock, par

value	05/15/2017	S <sup>(1)</sup>	2,333	D	\$ 958.68	1,000	D
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\$.01 per  
share

Common  
Stock, par

value						63,949	I
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\$.01 per  
share

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)

**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)	Amount or Number of Shares
Restricted Stock Unit Award	\$ 0 <sup>(2)</sup>	05/15/2017		M	747	05/15/2016 <sup>(3)</sup> 02/15/2021	Common Stock, par value \$.01 per share	747
Restricted Stock Unit	\$ 0 <sup>(2)</sup>	05/15/2017		M	1,363	05/15/2017 <sup>(4)</sup> 02/15/2018	Common Stock, par	1,363

Award								value \$.01 per share	
Restricted Stock Unit Award	\$ 0 <sup>(2)</sup>	05/15/2017	M	73	05/15/2017 <sup>(5)</sup>	02/15/2019		Common Stock, par value \$.01 per share	73
Restricted Stock Unit Award	\$ 0 <sup>(2)</sup>	05/15/2017	M	150	05/15/2017 <sup>(6)</sup>	02/15/2022		Common Stock, par value \$.01 per share	150

## Reporting Owners

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

## Signatures

/s/ Brian T. Olsavsky, Senior Vice President and CFO

05/16/2017

\_\_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) 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: 296 shares on each of May 15, 2016 and August 15, 2016; 297 shares on each of November 15, 2016 and February 15, 2017; 747 shares on May 15, 2017; 748 shares on each of August 15, 2017, November 15, 2017, and February 15, 2018; 781 shares on each of May 15, 2018 and August 15, 2018; 782 shares on each of November 15, 2018 and February 15, 2019; 1,479 shares on May 15, 2019; 1,480 shares on each of August 15, 2019, November 15, 2019, and February 15, 2020; 1,137 shares on May 15, 2020; and 1,138 shares on each of August 15, 2020, November 15, 2020, and February 15, 2021.

- (4) This award vests at the rate of: 1,363 shares on each of May 15, 2017, August 15, 2017, and November 15, 2017; and 1,361 shares on February 15, 2018.

- (5) This award vests at the rate of: 73 shares on each of May 15, 2017, August 15, 2017, November 15, 2017, and February 15, 2018; and 1,117 shares on each of May 15, 2018, August 15, 2018, November 15 2018, and February 15, 2019.

- (6) 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: 150 shares on each of May 15, 2017, August 15, 2017, and November 15, 2017; 151 shares on February 15, 2018; 130 shares on each of May 15, 2018 and August 15, 2018; 131 shares on each of November 15, 2018 and February 15, 2019; 284 shares on May 15, 2019; 285 shares on each of August 15, 2019, November 15, 2019, and February 15, 2020; 239 shares on each of May 15, 2020, August 15, 2020, November 15, 2020, and February 15, 2021; and

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1,060 shares on each of May 15, 2021, August 15, 2021, November 15, 2021, and February 15, 2022.

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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