

Jassy Andrew R
 Form 4
 May 17, 2013

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 *
 Jassy Andrew R

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)
 05/15/2013

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

P.O. BOX 81226

Senior Vice President

(Street)

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

SEATTLE, WA 98108-1226

(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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock, par value \$0.01 per share	05/15/2013		M		7,750	A	\$ 0 26,891
Common Stock, par value \$0.01 per share	05/15/2013		M		1,547	A	\$ 0 28,438
Common Stock, par value \$0.01 per share	05/15/2013		S ⁽¹⁾		3,905	D	\$ 267.07 24,533

value
\$.01 per
share

Common
Stock, par
value
\$.01 per
share

460.625 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.

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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)	Amount or Number of Shares
Restricted Stock Unit Award	\$ 0 ⁽²⁾	05/15/2013		M	7,750	05/15/2009 ⁽³⁾ 02/15/2014	Common Stock, par value \$.01 per share	7,750
Restricted Stock Unit Award	\$ 0 ⁽²⁾	05/15/2013		M	1,547	05/15/2013 ⁽⁴⁾ 02/15/2018	Common Stock, par value \$.01 per share	1,547

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
			Senior Vice President	

Jassy Andrew R
P.O. BOX 81226
SEATTLE, WA 98108-1226

Signatures

/s/ Andrew R. Jassy, Senior Vice
President

05/16/2013

__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.

(3) 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: 1,750 shares on each of May 15, 2009, August 15, 2009, November 15, 2009 and February 15, 2010 and 7,750 shares on May 15, 2011 and each 3-month period thereafter through February 15, 2014.

(4) 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: 1,547 shares on each of May 15, 2013, August 15, 2013 and November 15, 2013, 1,546 shares on February 15, 2014, 2,334 shares on each of May 15, 2014, August 15, 2014, November 15, 2014 and February 15, 2015, 1,280 shares on each of May 15, 2015 and August 15, 2015, 1,279 shares on each of November 15, 2015 and February 15, 2016, 5,489 shares on each of May 15, 2016, August 15, 2016, November 15, 2016 and February 15, 2017, 4,231 shares on each of May 15, 2017 and August 15, 2017 and 4,230 shares on each of November 15, 2017 and February 15, 2018.

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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