

AMAZON COM INC

Form 4

May 16, 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

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

(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)  
05/15/2014

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_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)
Common Stock, par value \$.01 per share	05/15/2014		M	1,303 A \$ 0	48,130	D	
Common Stock, par value \$.01 per share	05/15/2014		M	5,750 A \$ 0	53,880	D	
Common Stock, par	05/15/2014		S <sup>(1)</sup>	1,100 D \$ 294.3064	52,780	D	

Edgar Filing: AMAZON COM INC - Form 4

value					(2)			
\$.01 per								
share								
Common								
Stock, par					\$			
value	05/15/2014	S(1)	563	D	295.2429	52,217	D	
\$.01 per					(3)			
share								
Common								
Stock, par					\$ 296.38			
value	05/15/2014	S(1)	200	D	(4)	52,017	D	
\$.01 per								
share								
Common								
Stock, par					\$ 297.683			
value	05/15/2014	S(1)	1,100	D	(5)	50,917	D	
\$.01 per								
share								
Common								
Stock, par								
value						478.517	I	Held by the
\$.01 per								reporting
share								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 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	\$ 0 (6)	05/15/2014		M	1,303	05/15/2013(7) 02/15/2018	Common Stock, par	1,303

Award

value  
\$.01 per  
share

Restricted

Stock Unit \$ 0 <sup>(6)</sup>

05/15/2014

M

5,750 05/15/2014<sup>(8)</sup> 02/15/2016

Award

Common  
Stock, par  
value \$.01 per  
share

5,750

## 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/ by Michael D. Deal as attorney-in-fact for Thomas J. Szkutak, Senior Vice President and CFO

05/16/2014

        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 \$294.79 and the lowest price at which shares were sold was \$294.01.
- (3) Represents the weighted average sale price. The highest price at which shares were sold was \$295.40 and the lowest price at which shares were sold was \$295.07.
- (4) Represents the weighted average sale price. The highest price at which shares were sold was \$296.69 and the lowest price at which shares were sold was \$296.07.
- (5) Represents the weighted average sale price. The highest price at which shares were sold was \$298.08 and the lowest price at which shares were sold was \$297.29.
- (6) Converts into Common Stock on a one-for-one basis.
- (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: 611 shares on each of May 15, 2013, August 15, 2013, and November 15, 2013; 610 shares on February 15, 2014; 1,303 shares on each of May 15, 2014, August 15, 2014, November 15, 2014, and February 15, 2015; 383 shares on each of May 15, 2015, August 15, 2015, November 15, 2015, and February 15, 2016; 4,788 shares on May 15, 2016; 4,787 shares on each of August 15, 2016, November 15, 2016, and February 15, 2017; 3,689 shares on May 15, 2017; and 3,688 shares on each of August 15, 2017, November 15, 2017, and February 15, 2018.
- (8) 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: 5,750 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.

### Remarks:

REMARKS:

## Edgar Filing: AMAZON COM INC - Form 4

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.