

AMAZON COM INC
Form 4
February 19, 2014

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)
02/15/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
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)
				(A) or (D)	Price		
Common Stock, par value \$0.01 per share	02/15/2014		M	1,142	A \$ 0	1,142	D
Common Stock, par value \$0.01 per share	02/15/2014		M	483	A \$ 0	1,625	D
Common Stock, par value \$0.01 per share	02/15/2014		M	603	A \$ 0	2,228	D

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value
\$.01 per
share

Common
Stock, par
value 02/18/2014
\$.01 per
share

S⁽¹⁾ 383 D \$ 350.4801 1,845 D
(²)

Common
Stock, par
value 02/18/2014
\$.01 per
share

S⁽¹⁾ 359 D \$ 352.4868 1,486 D
(³)

Common
Stock, par
value 02/18/2014
\$.01 per
share

S⁽¹⁾ 300 D \$ 353.5367 1,186 D
(⁴)

Common
Stock, par
value 02/18/2014
\$.01 per
share

S⁽¹⁾ 100 D \$ 354.3 1,086 D

Common
Stock, par
value
\$.01 per
share

67.498 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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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)
				Code	V (A) (D)	Date Exercisable	Title

							Expiration Date	Amount or Number of Shares	
Restricted Stock Unit Award	\$ 0 ⁽⁵⁾	02/15/2014	M	1,142	05/15/2012 ⁽⁶⁾	02/15/2014	Common Stock, par value \$0.01 per share	1,142	
Restricted Stock Unit Award	\$ 0 ⁽⁵⁾	02/15/2014	M	483	05/15/2011 ⁽⁷⁾	02/15/2014	Common Stock, par value \$0.01 per share	483	
Restricted Stock Unit Award	\$ 0 ⁽⁵⁾	02/15/2014	M	603	05/15/2013 ⁽⁸⁾	02/15/2018	Common Stock, par value \$0.01 per share	603	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Zapolsky David PO BOX 81226 SEATTLE, WA 98108-1226			Vice President	

Signatures

/s/ by Michael D.Deal as attorney-in-fact for David Zapolsky, Vice President, General Counsel & Secretary 02/19/2014

**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 \$350.82 and the lowest price at which shares were sold was \$350.10.
- (3) Represents the weighted average sale price. The highest price at which shares were sold was \$352.79 and the lowest price at which shares were sold was \$352.24.
- (4) Represents the weighted average sale price. The highest price at which shares were sold was \$353.76 and the lowest price at which shares were sold was \$353.24.
- (5) Converts into Common Stock on a one-for-one basis.
- (6) This award vested at the rate of 1,517 shares on each of May 15, 2012, August 15, 2012, and November 15, 2012; 1,518 shares on February 15, 2013; 1,141 shares on each of May 15, 2013, August 15, 2013, and November 15, 2013; and 1,142 shares on February 15,

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2014.

- (7) This award vested at the rate of 37 shares on each of May 15, 2011, August 15, 2011, and November 15, 2011; 35 shares on February 15, 2012; 603 shares on each of May 15, 2012, August 15, 2012, November 15, 2012, and February 15, 2013; and 483 shares on each of May 15, 2013, August 15, 2013, November 15, 2013, and February 15, 2014.

- (8) 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: 604 shares on each of May 15, 2013, August 15, 2013, and November 15, 2013; 603 shares on February 15, 2014; 866 shares on each of May 15, 2014, August 15, 2014, November 15, 2014, and February 15, 2015; 573 shares on each of May 15, 2015, August 15, 2015, November 15, 2015, and February 15, 2016; 451 shares on each of May 15, 2016, August 15, 2016, and November 15, 2016; 450 shares on February 15, 2017; 1,002 shares on each of May 15, 2017, August 15, 2017, and November 15, 2017; and 1,001 shares on February 15, 2018.

Remarks:

REMARKS:

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

Exhibit 24

Power of Attorney

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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