

AMAZON COM INC
Form 4
November 18, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
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)
11/15/2014

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)
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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock, par value \$0.01 per share	11/15/2014		M	1,303 A	\$ 0	56,310	D
Common Stock, par value \$0.01 per share	11/15/2014		M	5,750 A	\$ 0	62,060	D
Common Stock, par	11/17/2014		S ⁽¹⁾	400 D	\$ 318.6625	61,660	D

Edgar Filing: AMAZON COM INC - Form 4

value					<u>(2)</u>		
\$.01 per share							
Common Stock, par value	11/17/2014	<u>S(1)</u>	461	D	\$ 319.7802	61,199	D
\$.01 per share					<u>(3)</u>		
Common Stock, par value	11/17/2014	<u>S(1)</u>	400	D	\$ 321.1325	60,799	D
\$.01 per share					<u>(4)</u>		
Common Stock, par value	11/17/2014	<u>S(1)</u>	402	D	\$ 322.2584	60,397	D
\$.01 per share					<u>(5)</u>		
Common Stock, par value	11/17/2014	<u>S(1)</u>	400	D	\$ 323.55	59,997	D
\$.01 per share					<u>(6)</u>		
Common Stock, par value	11/17/2014	<u>S(1)</u>	300	D	\$ 324.6567	59,697	D
\$.01 per share					<u>(7)</u>		
Common Stock, par value	11/17/2014	<u>S(1)</u>	600	D	\$ 326.6633	59,097	D
\$.01 per share					<u>(8)</u>		
Common Stock, par value						483.536	I
\$.01 per share							
							Held by the reporting 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)

Edgar Filing: AMAZON COM INC - Form 4

- (4) Represents the weighted average sale price. The highest price at which shares were sold was \$321.63 and the lowest price at which shares were sold was \$320.64.
- (5) Represents the weighted average sale price. The highest price at which shares were sold was \$322.43 and the lowest price at which shares were sold was \$321.98.
- (6) Represents the weighted average sale price. The highest price at which shares were sold was \$323.79 and the lowest price at which shares were sold was \$322.98.
- (7) Represents the weighted average sale price. The highest price at which shares were sold was \$324.97 and the lowest price at which shares were sold was \$324.03.
- (8) Represents the weighted average sale price. The highest price at which shares were sold was \$327.31 and the lowest price at which shares were sold was \$326.38.
- (9) 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: 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.
- (11) 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:

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.