

AMAZON COM INC
Form 4
May 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 *
WILKE JEFFREY A

(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
 Officer (give title below) Other (specify below)
Senior 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)	Amount		
					V		Price
Common Stock, par value \$0.01 per share	05/15/2014		M	A	3,892		\$ 0
						D	42,266
Common Stock, par value \$0.01 per share	05/15/2014		M	A	6,250		\$ 0
						D	48,516
Common Stock, par	05/15/2014		S ⁽¹⁾	D	600		\$ 295.7851
						D	47,916

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value					(2)			
\$.01 per share								
Common Stock, par value	05/15/2014	S ⁽¹⁾	539	D	\$ 295.0132	47,377		D
\$.01 per share					(3)			
Common Stock, par value	05/15/2014	S ⁽¹⁾	900	D	\$ 293.7517	46,477		D
\$.01 per share					(4)			
Common Stock, par value	05/15/2014	S ⁽¹⁾	1,425	D	\$ 292.8644	45,052		D
\$.01 per share					(5)			
Common Stock, par value	05/15/2014	S ⁽¹⁾	900	D	\$ 291.7022	44,152		D
\$.01 per share					(6)			
Common Stock, par value	05/15/2014	S ⁽¹⁾	200	D	\$ 290.705	43,952		D
\$.01 per share					(7)			
Common Stock, par value						13,124		I
\$.01 per share								In trust
Common Stock, par value						9,234		I
\$.01 per share								In trust
Common Stock, par value						509.595		I
\$.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.

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 \$296.395 and the lowest price at which shares were sold was \$295.50.
- (3) Represents the weighted average sale price. The highest price at which shares were sold was \$295.33 and the lowest price at which shares were sold was \$294.47.
- (4) Represents the weighted average sale price. The highest price at which shares were sold was \$294.26 and the lowest price at which shares were sold was \$293.38.
- (5) Represents the weighted average sale price. The highest price at which shares were sold was \$293.16 and the lowest price at which shares were sold was \$292.27.
- (6) Represents the weighted average sale price. The highest price at which shares were sold was \$292.12 and the lowest price at which shares were sold was \$291.21.
- (7) Represents the weighted average sale price. The highest price at which shares were sold was \$290.85 and the lowest price at which shares were sold was \$290.56.
- (8) 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: 4,163 shares on May 15, 2013; 4,162 shares on each of August 15, 2013, November 15, 2013, and February 15, 2014; 3,892 shares on May 15, 2014; 3,891 shares on each of August 15, 2014, November 15, 2014, and February 15, 2015; 2,569 shares on May 15, 2015; 2,568 shares on each of August 15, 2015, November 15, 2015, and February 15, 2016; 6,889 shares on each of May 15, 2016 and August 15, 2016; 6,888 shares on each of November 15, 2016 and February 15, 2017; and 5,312 shares on each of May 15, 2017, August 15, 2017, November 15, 2017, and February 15, 2018.
- (10) 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: 6,250 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:

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.

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