**AMAZON COM INC** Form 4

November 17, 2016

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** OMB

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Check this box if no longer subject to Section 16. Form 4 or Form 5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** RUBINSTEIN JONATHAN			2. Issuer Name <b>and</b> Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First)	(Middle)		ON COM  Earliest Tr	INC [AMZN]	(Cho	eck all applicable	e)
P.O. BOX 81226			(Month/Day/Year) 11/15/2016			X Director Officer (gives below)	ve title Oth below)	
(Street)			4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check		
			Filed(Mon	th/Day/Year	)	Applicable Line) _X_ Form filed by	1 0	
SEATTLE,	WA 98108-1	1226				Form filed by Person	More than One Ro	eporting
(City)	(State)	(Zip)	Table	e I - Non-D	Perivative Securities A	cquired, Disposed	of, or Beneficia	lly Owned
1.Title of Security		n Date 2A. De Year) Execut		3. Transacti	4. Securities onAcquired (A) or	5. Amount of Securities	6. Ownership Form: Direct	7. Nature o Indirect

						• •	*	•
2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	4. Securities on Acquired (A) or			5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect
	any	Code	Disposed of (D)		Beneficially	(D) or	Beneficial	
	(Month/Day/Year)	(Instr. 8)	(Instr. 3,	(Instr. 3, 4 and 5)		Owned	Indirect (I)	Ownership
						Following	(Instr. 4)	(Instr. 4)
				(4)		Reported		
						Transaction(s)		
		Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
11/15/2016		M	870	A	\$0	7,775	D	
	(Month/Day/Year)	any (Month/Day/Year)	(Month/Day/Year) Execution Date, if any Code (Month/Day/Year) (Instr. 8)  Code V	(Month/Day/Year) Execution Date, if TransactionAcquired any Code Disposed (Month/Day/Year) (Instr. 8) (Instr. 3,	(Month/Day/Year) Execution Date, if any Code Disposed of (D (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and (A) or Code V Amount (D)	(Month/Day/Year) Execution Date, if any Code Disposed of (D) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5)  (A) or Code V Amount (D) Price	(Month/Day/Year) Execution Date, if any Code Disposed of (D) Beneficially (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Following Reported Transaction(s) (Instr. 3 and 4)	(Month/Day/Year) Execution Date, if any Code Disposed of (D) Beneficially (D) or (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Indirect (I) Following Reported Transaction(s) or Code V Amount (D) Price (Instr. 3 and 4)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

#### Edgar Filing: AMAZON COM INC - Form 4

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. Transactic Code (Instr. 8)	5. Number of or Derivative Expiration Date Executities (Month/Day/Year)  Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Amount Underlying Securiti (Instr. 3 and 4)		
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Share
Restricted Stock Unit Award	\$ 0 (1)	11/15/2016		M		870	11/15/2014(2)	11/15/2016	Common Stock, par value \$.01 per share	87
Restricted Stock Unit Award	\$ 0 (1)	11/15/2016		A	1,077		11/15/2017(3)	11/15/2019	Common Stock, par value \$.01 per share	1,07

### **Reporting Owners**

Reporting Owner Name / Address	Relationships						
•	Director	10% Owner	Officer	Other			
RUBINSTEIN JONATHAN P.O. BOX 81226 SEATTLE, WA 98108-1226	X						

#### **Signatures**

/s/ Jonathan Rubinstein,
Director 11/15/2016

\*\*Signature of Reporting Person D

# **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) Converts into common stock on a one-for-one basis.
- Subject to the reporting person's continued service as a director of the issuer, this award will vest and convert into shares of common stock of the issuer at the rate of 870 shares on each of November 15, 2014, November 15, 2015, and November 15, 2016.
- (3) Subject to the reporting person's continued service as a director of the issuer, this award will vest and convert into shares of common stock of the issuer at the rate of 359 shares on each of November 15, 2017, November 15, 2018, and November 15, 2019.

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.

Reporting Owners 2