AMAZON COM INC

Form 4

November 1	17, 2016								
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMM						OMB APPROVAL			
. •	UNITED		CURITIES AND Washington, D.O		COMMISSION	OMB Number:	3235-0287		
Check the first of the control of th	nger to STATE. 16. or	MENT OF CH	ANGES IN BEI SECURITI	NEFICIAL OV ES		Expires: Estimated burden ho response.	urs per		
obligation may consee Institution 1(b).	ons Section 17 ruction	(a) of the Publi	on 16(a) of the Sec C Utility Holding E Investment Con	Company Act	of 1935 or Section	n			
(Print or Type	Responses)								
1. Name and Address of Reporting Person * Jassy Andrew R			ssuer Name and Tick ool AZON COM IN	_	5. Relationship of Reporting Person(s) to Issuer				
(I+)	(First)				(Chec	k all applicab	le)		
P.O. BOX	, ,	(Mor	te of Earliest Transa hth/Day/Year) 5/2016	ction	Director _X_ Officer (give below)		% Owner her (specify		
	(Street)	4 If	Amendment, Date O	riginal	6. Individual or Jo				
SEATTLE,	, WA 98108-122	Filed	(Month/Day/Year)	iigiilai	Applicable Line) _X_ Form filed by O Form filed by M Person	One Reporting I	Person		
(City)	(State)	(Zip)	Fahla I - Nan-Dariy	ativa Sacuritias A		or Ranaficia	ally Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if Transaction Disposed of (D) Code (Instr. 3, 4 and 5)		A) 5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock, par value \$.01 per share	11/15/2016			9 A \$0	73,630	D			
Common Stock, par	11/15/2017		g(1) 200	\$ 727.8	32 72 420	D			

 $S^{(1)}$

 $S^{(1)}$

11/15/2016

Common 11/15/2016

value

\$.01 per share

Stock, par

200

100

D

D

\$ 728.63 73,330

(2)

73,430

D

D

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value \$.01 per share							
Common Stock, pa value \$.01 per share	S <u>(1)</u>	105	D	\$ 729.839 (3)	73,225	D	
Common Stock, pa value \$.01 per share	S <u>(1)</u>	200	D	\$ 732.91 (4)	73,025	D	
Commor Stock, pa value \$.01 per share	S <u>(1)</u>	100	D	\$ 734.57	72,925	D	
Common Stock, pa value \$.01 per share	S <u>(1)</u>	524	D	\$ 737.1912 (5)	72,401	D	
Common Stock, pa value \$.01 per share	S <u>(1)</u>	376	D	\$ 738.301 (6)	72,025	D	
Common Stock, pa value \$.01 per share	S <u>(1)</u>	300	D	\$ 739.6367	71,725	D	
Common Stock, pa value \$.01 per share	S <u>(1)</u>	400	D	\$ 740.6552 (8)	71,325	D	
Common Stock, pa value \$.01 per share					486.068	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. Transacti Code (Instr. 8)	5. Number on f Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amous or Numb of Shares
Restricted Stock Unit Award	\$ 0 (<u>9)</u>	11/15/2016		M	5,489	05/15/2013(10)	02/15/2018	Common Stock, par value \$.01 per share	5,48

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Jassy Andrew R

P.O. BOX 81226 CEO Amazon Web Services

SEATTLE, WA 98108-1226

Signatures

/s/ Andrew R. Jassy, CEO Amazon Web

Services 11/16/2016

**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 \$728.10 and the lowest price at which shares were sold was \$727.54.
- (3) Represents the weighted average sale price. The highest price at which shares were sold was \$729.84 and the lowest price at which shares were sold was \$729.82.

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- (4) Represents the weighted average sale price. The highest price at which shares were sold was \$732.95 and the lowest price at which shares were sold was \$732.87.
- (5) Represents the weighted average sale price. The highest price at which shares were sold was \$737.43 and the lowest price at which shares were sold was \$736.88.
- (6) Represents the weighted average sale price. The highest price at which shares were sold was \$738.63 and the lowest price at which shares were sold was \$738.00.
- (7) Represents the weighted average sale price. The highest price at which shares were sold was \$739.72 and the lowest price at which shares were sold was \$739.59.
- (8) Represents the weighted average sale price. The highest price at which shares were sold was \$740.80 and the lowest price at which shares were sold was \$740.60.
- (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: 1,547 shares on each of May 15, 2013, August 15, 2013, and November 15, 2013; 1,546 shares on February 15, 2014; 2,334 shares on each of May 15, 2014, August 15,
- (10) 2014, November 15, 2014, and February 15, 2015; 1,280 shares on each of May 15, 2015 and August 15, 2015; 1,279 shares on each of November 15, 2015 and February 15, 2016; 5,489 shares on each of May 15, 2016, August 15, 2016, November 15, 2016, and February 15, 2017; 4,231 shares on each of May 15, 2017 and August 15, 2017; and 4,230 shares on each of November 15, 2017 and February 15, 2018.

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.