AMAZON COM INC

Form 4 May 17, 2017

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB APPROVAL OMB

Expires:

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2005

if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

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Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

Name and Address of Reporting Person * Jassy Andrew R (Last) (First) (Middle)			2. Issuer Name and Ticker or Trading Symbol AMAZON COM INC [AMZN]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
			3. Date of Earliest Transaction				
			(Month/Day/Year)	Director 10% Owner			
P.O. BOX 81226			05/15/2017	X Officer (give title Other (specify below)			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person			
SEATTLE, WA 98108-1226				Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tal	ble I - Non	-Derivati	ve Sec	curities Acqui	red, Disposed of	, or Beneficia	lly Owned
1.Title of Security (Instr. 3) Common Stock, par value	2. Transaction Date (Month/Day/Year) 05/15/2017	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	owr Dispo (Instr. 3,	sed of 4 and (A) or		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)
\$.01 per share									
Common Stock, par value \$.01 per share	05/15/2017		M	494	A	\$ 0	79,233	D	
Common Stock, par	05/15/2017		S <u>(1)</u>	718	D	\$ 957.4206	78,515	D	

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value \$.01 per share					(2)			
Common Stock, par value \$.01 per share	05/15/2017	S <u>(1)</u>	787	D	\$ 958.6733 (<u>3)</u>	77,728	D	
Common Stock, par value \$.01 per share	05/15/2017	S <u>(1)</u>	300	D	\$ 960.04 (4)	77,428	D	
Common Stock, par value \$.01 per share	05/15/2017	S <u>(1)</u>	180	D	\$ 962.5222 (5)	77,248	D	
Common Stock, par value \$.01 per share						487.117	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 of Derivati Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	ve Expiration Date (Month/Day/Ye	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	Expiration Date	Title	Amoun or Number of Shares	
Restricted Stock Unit	\$ 0 (6)	05/15/2017		M	4,23	1 05/15/2013 <u>(7</u>	02/15/2018	Common Stock, par	4,231	

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Award value \$.01 per share Common Restricted Stock, par

05/15/2017(8) 02/15/2022 Stock Unit $$0^{(6)}$ 05/15/2017 M 494 Award \$.01 per

share

value

494

Reporting Owners

Relationships Reporting Owner Name / Address

> Director Other 10% Owner Officer

Jassy Andrew R P.O. BOX 81226

CEO Amazon Web Services

SEATTLE, WA 98108-1226

Signatures

/s/ Andrew R. Jassy, CEO Amazon Web Services

05/16/2017

**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).
- This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person. **(1)**
- Represents the weighted average sale price. The highest price at which shares were sold was \$957.88 and the lowest price at which **(2)** shares were sold was \$956.98.
- Represents the weighted average sale price. The highest price at which shares were sold was \$959.28 and the lowest price at which **(3)** shares were sold was \$958.30.
- Represents the weighted average sale price. The highest price at which shares were sold was \$960.30 and the lowest price at which **(4)** shares were sold was \$959.84.
- Represents the weighted average sale price. The highest price at which shares were sold was \$962.55 and the lowest price at which **(5)** shares were sold was \$962.50.
- **(6)** 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, 2014,
- **(7)** 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
- (8) 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: 494 shares on each of May 15, 2017, August 15, 2017, and November 15, 2017; 495 shares on February 15, 2018; 952 shares on each of May 15, 2018, August 15, 2018, November 15, 2018, and February 15, 2019; 1,138 shares on May 15, 2019; 1,139 shares on each of August 15, 2019, November 15, 2019, and February 15, 2020; 2,791 shares on each of May 15, 2020, August 15, 2020, and November 15, 2020; 2,792 shares on February 15, 2021; 2,153 shares on each of May 15, 2021, August 15, 2021, and November 15, 2021; and 2,154 shares on February 15,

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2022.

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.