

WILKE JEFFREY A
Form 4
February 20, 2018

FORM 4

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

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

OMB APPROVAL

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(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)
02/15/2018

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)

CEO Worldwide Consumer

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)
Common Stock, par value \$.01 per share	02/15/2018		M	V 5,312 A \$ 0	15,312	D	
Common Stock, par value \$.01 per share	02/15/2018		G	V 5,312 D \$ 0	10,000	D	
Common Stock, par	02/15/2018		G	V 5,312 A \$ 0	64,974	I	In trust

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value

\$.01 per
share

Common
Stock, par

value 02/15/2018

S⁽¹⁾

200

D

\$

1,464.0375

64,774

I

In trust

\$.01 per
share

Common
Stock, par

value 02/15/2018

S⁽¹⁾

500

D

\$

1,461.6869

64,274

I

In trust

\$.01 per
share

Common
Stock, par

value 02/15/2018

S⁽¹⁾

320

D

\$

1,460.5477

63,954

I

In trust

\$.01 per
share

Common
Stock, par

value 02/15/2018

S⁽¹⁾

280

D

\$

1,459.6883

63,674

I

In trust

\$.01 per
share

Common
Stock, par

value 02/15/2018

S⁽¹⁾

200

D

\$ 1,458.67

63,474

I

In trust

\$.01 per
share

Common
Stock, par

value 02/15/2018

S⁽¹⁾

100

D

\$ 1,457.51

63,374

I

In trust

\$.01 per
share

Common
Stock, par

value 02/15/2018

S⁽¹⁾

100

D

\$ 1,455.08

63,274

I

In trust

\$.01 per
share

Common
Stock, par

value 02/15/2018

S⁽¹⁾

100

D

\$ 1,452.03

63,174

I

In trust

\$.01 per
share

Common
Stock, par

value

02/15/2018

S⁽¹⁾

100

D

\$ 1,449.39

63,074

I

In trust

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\$.01 per
share

Common
Stock, par
value
\$.01 per
share

02/15/2018

S⁽¹⁾

100

D

\$ 1,443.2

62,974

I

In trust

Common
Stock, par
value
\$.01 per
share

532.044

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.

**Persons who respond to the collection of
information contained in this form are not
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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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	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 Amount or Number of Shares
Restricted Stock Unit Award	\$ 0 ⁽⁷⁾	02/15/2018		M	5,312	05/15/2013 ⁽⁸⁾ 02/15/2018	Common Stock, par value \$.01 per share 5,312

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
WILKE JEFFREY A P.O. BOX 81226	CEO Worldwide Consumer

SEATTLE, WA 98108-1226

Signatures

/s/ by Mark F. Hoffman as attorney-in-fact for JEFFREY A. WILKE, CEO Worldwide
Consumer

02/19/2018

__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 \$1,464.19 and the lowest price at which shares were sold was \$1,463.88.
- (3) Represents the weighted average sale price. The highest price at which shares were sold was \$1,462.11 and the lowest price at which shares were sold was \$1,461.25.
- (4) Represents the weighted average sale price. The highest price at which shares were sold was \$1,461.01 and the lowest price at which shares were sold was \$1,460.06.
- (5) Represents the weighted average sale price. The highest price at which shares were sold was \$1,460.01 and the lowest price at which shares were sold was \$1,459.18.
- (6) Represents the weighted average sale price. The highest price at which shares were sold was \$1,459.01 and the lowest price at which shares were sold was \$1,458.33.
- (7) 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 each of on 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.

Remarks:

The reporting person undertakes to provide, upon request by the staff of the SEC, the issuer, or a security holder of the issuer,

Exhibit 24

Power of Attorney

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.