

Olsavsky Brian T  
Form 4  
February 20, 2019

**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 \*  
Olsavsky Brian T

(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)  
02/15/2019

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)

Senior Vice President and CFO

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<br>Security<br>(Instr. 3)               | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|-----------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock, par<br>value<br>\$.01 per<br>share | 02/15/2019                              |                                                             | M                                    | 782                                                                     | A \$ 0                                                                                                             | 1,782                                                                   | D                                                                 |
| Common<br>Stock, par<br>value<br>\$.01 per<br>share | 02/15/2019                              |                                                             | M                                    | 1,117                                                                   | A \$ 0                                                                                                             | 2,899                                                                   | D                                                                 |
| Common<br>Stock, par                                | 02/15/2019                              |                                                             | M                                    | 131                                                                     | A \$ 0                                                                                                             | 3,030                                                                   | D                                                                 |

value  
\$.01 per  
share

Common  
Stock, par  
value  
\$.01 per  
share

02/15/2019

S<sup>(1)</sup>

2,030

D

\$  
1,627.86

1,000

D

Common  
Stock, par  
value  
\$.01 per  
share

68.116

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  
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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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V (A) (D)                                                                                                       | Date Exercisable<br>Expiration<br>Date                         | Title<br>Amount<br>or<br>Number<br>of<br>Shares                     |
| Restricted<br>Stock Unit<br>Award                   | \$ 0 <sup>(2)</sup>                                                   | 02/15/2019                              |                                                             | M                                       | 782                                                                                                             | 05/15/2016 <sup>(3)</sup> 02/15/2021                           | Common<br>Stock, par<br>value<br>\$.01 per<br>share 782             |
| Restricted<br>Stock Unit<br>Award                   | \$ 0 <sup>(2)</sup>                                                   | 02/15/2019                              |                                                             | M                                       | 1,117                                                                                                           | 05/15/2017 <sup>(4)</sup> 02/15/2019                           | Common<br>Stock, par<br>value<br>\$.01 per<br>share 1,117           |
| Restricted<br>Stock Unit                            | \$ 0 <sup>(2)</sup>                                                   | 02/15/2019                              |                                                             | M                                       | 131                                                                                                             | 05/15/2017 <sup>(5)</sup> 02/15/2022                           | Common<br>Stock, par 131                                            |

Award

value  
\$.01 per  
share

## Reporting Owners

| Reporting Owner Name / Address                               | Relationships                             |
|--------------------------------------------------------------|-------------------------------------------|
|                                                              | Director    10% Owner    Officer    Other |
| Olsavsky Brian T<br>P.O. BOX 81226<br>SEATTLE, WA 98108-1226 | Senior Vice President and CFO             |

## Signatures

/s/ by Mark F. Hoffman as attorney-in-fact for Brian T. Olsavsky, Senior Vice President and CFO

02/19/2019

\_\_\_\_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) 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: 296 shares on each of May 15, 2016 and August 15, 2016; 297 shares on each of November 15, 2016 and February 15, 2017; 747 shares on May 15, 2017; 748 shares on each of August 15, 2017, November 15, 2017, and February 15, 2018; 781 shares on each of May 15, 2018 and August 15, 2018; 782 shares on each of November 15, 2018 and February 15, 2019; 1,479 shares on May 15, 2019; 1,480 shares on each of August 15, 2019, November 15, 2019, and February 15, 2020; 1,137 shares on May 15, 2020; and 1,138 shares on each of August 15, 2020, November 15, 2020, and February 15, 2021.

(4) This award vests at the rate of: 73 shares on each of May 15, 2017, August 15, 2017, November 15, 2017, and February 15, 2018; and 1,117 shares on each of May 15, 2018, August 15, 2018, November 15, 2018, and February 15, 2019.

(5) 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: 150 shares on each of May 15, 2017, August 15, 2017, and November 15, 2017; 151 shares on February 15, 2018; 130 shares on each of May 15, 2018 and August 15, 2018; 131 shares on each of November 15, 2018 and February 15, 2019; 284 shares on May 15, 2019; 285 shares on each of August 15, 2019, November 15, 2019, and February 15, 2020; 239 shares on each of May 15, 2020, August 15, 2020, November 15, 2020, and February 15, 2021; and 1,060 shares on each of May 15, 2021, August 15, 2021, November 15, 2021, and February 15, 2022.

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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