Blackburn Jeffrey M Form 4 August 17, 2018

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287

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

GES IN BENEFICIAL OWNERSHIP OF Expires: January 31, 2005

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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)

1. Name and Address of Reporting Person * Blackburn Jeffrey M			2. Issuer Name and Ticker or Trading Symbol AMAZON COM INC [AMZN]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			
			(Month/Day/Year)	Director 10% Owner		
P.O. BOX 81	. BOX 81226		08/15/2018	X Officer (give title Other (specify below) Senior Vice President		
	(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) Ta	ble I - Non	-Derivati	ve Sec	curities Acquire	d, Disposed of, o	r Beneficially	Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	onDisposed (Instr. 3,	d of (E 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)
Common Stock, par value \$.01 per share	08/15/2018		M	1,667	A	\$ 0	46,595	D	
Common Stock, par value \$.01 per share	08/15/2018		M	2,441	A	\$ 0	49,036	D	
Common Stock, par	08/15/2018		S(1)	150	D	\$ 1,873.4356	48,886	D	

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value \$.01 per share					(2)		
Common Stock, par value \$.01 per share	08/15/2018	S <u>(1)</u>	4	D	\$ 1,874	48,882	D
Common Stock, par value \$.01 per share	08/15/2018	S <u>(1)</u>	100	D	\$ 1,884.98	48,782	D
Common Stock, par value \$.01 per share	08/15/2018	S <u>(1)</u>	100	D	\$ 1,890.68	48,682	D
Common Stock, par value \$.01 per share	08/15/2018	S <u>(1)</u>	200	D	\$ 1,892.875 (<u>3)</u>	48,482	D
Common Stock, par value \$.01 per share	08/15/2018	S <u>(1)</u>	100	D	\$ 1,894.15	48,382	D
Common Stock, par value \$.01 per share	08/15/2018	S <u>(1)</u>	100	D	\$ 1,895.56	48,282	D
Common Stock, par value \$.01 per share	08/15/2018	S <u>(1)</u>	100	D	\$ 1,900.28	48,182	D
Common Stock, par value \$.01 per share	08/15/2018	S <u>(1)</u>	200	D	\$ 1,901.615 (<u>4)</u>	47,982	D
Common Stock, par value	08/15/2018	S(1)	100	D	\$ 1,904.14	47,882	D

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\$.01 per share									
Common Stock, par value \$.01 per share	08/15/2018		S(1)	500	D	\$ 1,907.002 (5)	47,382	D	
Common Stock, par value \$.01 per share	08/15/2018		S <u>(1)</u>	300	D	\$ 1,909.1433 (6)	47,082	D	
Common Stock, par value \$.01 per share	08/15/2018		S <u>(1)</u>	100	D	\$ 1,914.56	46,982	D	
Common Stock, par value \$.01 per share							20,000	I	In trust
Common Stock, par value \$.01 per share							476.417	I	Held by the reporting person's Amazon.com 401(k) plan account
Reminder: Re	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 required to respond unless the form displays a currently valid OMB control SEC 1474 (9-02)								

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)

]	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 proof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and A Underlying S (Instr. 3 and 4	ecurities
					Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amoun or

								of Shares
Restricted Stock Unit Award	\$ 0 (7)	08/15/2018	M	1,667	05/15/2017(8)	02/15/2022	Common Stock, par value \$.01 per share	1,667
Restricted Stock Unit Award	\$ 0 (7)	08/15/2018	M	2,441	05/15/2018(9)	02/15/2020	Common Stock, par value \$.01 per share	2,441

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			

Blackburn Jeffrey M P.O. BOX 81226 SEATTLE, WA 98108-1226

Senior Vice President

Signatures

/s/ by Mark F. Hoffman as attorney-in-fact for Jeffrey M. Blackburn, Senior Vice President

08/17/2018

Numbe

**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 \$1,873.79 and the lowest price at which shares were sold was \$1,873.00.
- (3) Represents the weighted average sale price. The highest price at which shares were sold was \$1,893.14 and the lowest price at which shares were sold was \$1,892.61.
- (4) Represents the weighted average sale price. The highest price at which shares were sold was \$1,901.92 and the lowest price at which shares were sold was \$1,901.31.
- (5) Represents the weighted average sale price. The highest price at which shares were sold was \$1,907.55 and the lowest price at which shares were sold was \$1,906.73.
- (6) Represents the weighted average sale price. The highest price at which shares were sold was \$1,909.55 and the lowest price at which shares were sold was \$1,908.69.
- (7) Converts into Common Stock on a one-for-one basis.
- (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: 1,036 shares on each of May 15, 2017 and August 15, 2017; 1,037 shares on each of November 15, 2017 and February 15, 2018; 1,667 shares on each of May 15, 2018 and August 15, 2018; 1,668 shares on each of November 15, 2018 and February 15, 2019; 1,692 shares on each of May 15, 2019, 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,

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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, 2022.

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: 2,441 shares on each of May 15, 2018, August 15, 2018, November 15, 2018, and February 15, 2019; 1,880 shares on each of May 15, 2019 and August 15, 2019; and 1,881 shares on each of November 15, 2019 and February 15, 2020.

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.