

AMAZON COM INC  
Form 4  
May 19, 2015

**FORM 4**

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

OMB APPROVAL

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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

(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)  
**05/15/2015**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Senior Vice President**

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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)
			Code	V	Amount (D) or Price (A)		
Common Stock, par value \$.01 per share	05/15/2015		M		2,569 A \$ 0	38,823	D
Common Stock, par value \$.01 per share	05/15/2015		M		6,250 A \$ 0	45,073	D
Common Stock, par	05/15/2015		S <sup>(1)</sup>		200 D \$ 428.325	44,873	D
					(2)		

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value \$.01 per share								
Common Stock, par value	05/15/2015	<u>S<sup>(1)</sup></u>	300	D	\$ 427.4067 <u>(3)</u>	44,573	D	
\$.01 per share								
Common Stock, par value	05/15/2015	<u>S<sup>(1)</sup></u>	963	D	\$ 425.8606 <u>(4)</u>	43,610	D	
\$.01 per share								
Common Stock, par value	05/15/2015	<u>S<sup>(1)</sup></u>	600	D	\$ 425.1933 <u>(5)</u>	43,010	D	
\$.01 per share								
Common Stock, par value	05/15/2015	<u>S<sup>(1)</sup></u>	100	D	\$ 427.79	42,910	D	
\$.01 per share								
Common Stock, par value	05/15/2015	<u>S<sup>(1)</sup></u>	100	D	\$ 426.78	42,810	D	
\$.01 per share								
Common Stock, par value	05/15/2015	<u>S<sup>(1)</sup></u>	448	D	\$ 425.9013 <u>(6)</u>	42,362	D	
\$.01 per share								
Common Stock, par value	05/15/2015	<u>S<sup>(1)</sup></u>	200	D	\$ 424.925 <u>(7)</u>	42,162	D	
\$.01 per share								
Common Stock, par value	05/15/2015	<u>S<sup>(1)</sup></u>	100	D	\$ 429.21	21,148	I	In trust
\$.01 per share								
Common Stock, par value	05/15/2015	<u>S<sup>(1)</sup></u>	200	D	\$ 427.695 <u>(8)</u>	20,948	I	In trust
\$.01 per share								

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\$ .01 per share									
Common Stock, par value	05/15/2015	S <sup>(1)</sup>	575	D	\$ 426.5859	20,373	I	In trust	
\$ .01 per share					<u>(9)</u>				
Common Stock, par value	05/15/2015	S <sup>(1)</sup>	1,000	D	\$ 425.4361	19,373	I	In trust	
\$ .01 per share					<u>(10)</u>				
Common Stock, par value	05/15/2015	S <sup>(1)</sup>	100	D	\$ 429.21	19,273	I	In trust	
\$ .01 per share									
Common Stock, par value	05/15/2015	S <sup>(1)</sup>	200	D	\$ 427.74	19,073	I	In trust	
\$ .01 per share					<u>(11)</u>				
Common Stock, par value	05/15/2015	S <sup>(1)</sup>	575	D	\$ 426.5843	18,498	I	In trust	
\$ .01 per share					<u>(12)</u>				
Common Stock, par value	05/15/2015	S <sup>(1)</sup>	1,000	D	\$ 425.4203	17,498	I	In trust	
\$ .01 per share					<u>(13)</u>				
Common Stock, par value						518.895	I	Held by the reporting person's Amazon.com 401(k) plan account	
\$ .01 per share									

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

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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.	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)
--------------------------------------------	--------------------------------------------------------	--------------------------------------	----------------------------------------------------	----	-----------------------------------------------------------------------------------------	----------------------------------------------------------	---------------------------------------------------------------

Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Code	V	(A)	(D)	Common Stock, par value \$0.01 per share	Common Stock, par value \$0.01 per share
05/15/2013 <sup>(15)</sup>	02/15/2018	Restricted Stock Award	2,569	M				2,569	6,250

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director    10% Owner    Officer    Other
WILKE JEFFREY A P.O. BOX 81226 SEATTLE, WA 98108-1226	Senior Vice President

## Signatures

/s/ JEFFREY A. WILKE, Senior Vice President  
05/18/2015

\*\*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 \$428.52 and the lowest price at which shares were sold was \$428.13.
- (3) Represents the weighted average sale price. The highest price at which shares were sold was \$427.79 and the lowest price at which shares were sold was \$426.79.
- (4) Represents the weighted average sale price. The highest price at which shares were sold was \$426.40 and the lowest price at which shares were sold was \$425.57.

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- (5) Represents the weighted average sale price. The highest price at which shares were sold was \$425.47 and the lowest price at which shares were sold was \$424.48.
- (6) Represents the weighted average sale price. The highest price at which shares were sold was \$426.35 and the lowest price at which shares were sold was \$425.57.
- (7) Represents the weighted average sale price. The highest price at which shares were sold was \$425.37 and the lowest price at which shares were sold was \$424.48.
- (8) Represents the weighted average sale price. The highest price at which shares were sold was \$428.03 and the lowest price at which shares were sold was \$427.36.
- (9) Represents the weighted average sale price. The highest price at which shares were sold was \$427.10 and the lowest price at which shares were sold was \$426.35.
- (10) Represents the weighted average sale price. The highest price at which shares were sold was \$425.69 and the lowest price at which shares were sold was \$424.86.
- (11) Represents the weighted average sale price. The highest price at which shares were sold was \$428.07 and the lowest price at which shares were sold was \$427.41.
- (12) Represents the weighted average sale price. The highest price at which shares were sold was \$427.10 and the lowest price at which shares were sold was \$426.35.
- (13) Represents the weighted average sale price. The highest price at which shares were sold was \$425.70 and the lowest price at which shares were sold was \$424.86.
- (14) 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 on each of 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.

- 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: 6,250 shares on each of May 15, 2014, August 15, 2014, November 15, 2014, February 15, 2015, May 15, 2015, August 15, 2015, November 15, 2015, and February 15, 2016.

### Remarks:

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

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