AMAZON COM INC
Form 4
May 05, 2016

FORM 4

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

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
BEZOS JEFFREY P

(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)
05/03/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director __X__ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Chairman, CEO and President

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value $.01 per share	05/03/2016		S[(1)]		74,503 [(2)]	D	$ 673.8415	82,839,882	D	
Common Stock, par value $.01 per share	05/03/2016		S[(1)]		152,379 [(3)]	D	$ 674.7531	82,687,503	D	
Common Stock, par	05/03/2016		S[(1)]		40,277 [(4)]	D	$ 675.6285	82,647,226	D	

value $.01 per share								
Common Stock, par value $.01 per share	05/03/2016	S[(1)]		49,763 [(5)]	D	$ 676.6944	82,597,463	D
Common Stock, par value $.01 per share	05/03/2016	S[(1)]		67,683 [(6)]	D	$ 677.6621	82,529,780	D
Common Stock, par value $.01 per share	05/03/2016	S[(1)]		11,311 [(7)]	D	$ 678.7377	82,518,469	D
Common Stock, par value $.01 per share	05/03/2016	S[(1)]		2,265 [(8)]	D	$ 679.496	82,516,204	D
Common Stock, par value $.01 per share	05/03/2016	G	V	741	D	$ 0	82,515,463	D
Common Stock, par value $.01 per share	05/03/2016	G[(9)]	V	2,962	D	$ 0	82,512,501	D
Common Stock, par value $.01 per share	05/04/2016	S[(1)]		13,034 [(10)]	D	$ 662.6453	82,499,467	D
Common Stock, par value $.01 per share	05/04/2016	S[(1)]		7,288 [(11)]	D	$ 664.5881	82,492,179	D
Common Stock, par value	05/04/2016	S[(1)]		55,298 [(12)]	D	$ 666.0706	82,436,881	D

$.01 per share								
Common Stock, par value $.01 per share	05/04/2016		S[(1)]	174,971 [(13)]	D	$ 667.0632	82,261,910	D
Common Stock, par value $.01 per share	05/04/2016		S[(1)]	41,843 [(14)]	D	$ 667.9339	82,220,067	D
Common Stock, par value $.01 per share	05/04/2016		S[(1)]	50,592 [(15)]	D	$ 668.9279	82,169,475	D
Common Stock, par value $.01 per share	05/04/2016		S[(1)]	40,670 [(16)]	D	$ 669.7722	82,128,805	D
Common Stock, par value $.01 per share	05/04/2016		S[(1)]	6,797 [(17)]	D	$ 671.0108	82,122,008	D
Common Stock, par value $.01 per share	05/04/2016		S[(1)]	7,488 [(18)]	D	$ 671.8944	82,114,520	D
Common Stock, par value $.01 per share	05/04/2016		S[(1)]	200	D	$ 672.56	82,114,320	D
Common Stock, par value $.01 per share	05/04/2016		G[(9)]	V 179	D	$ 0	82,114,141	D
Common Stock, par value $.01 per	05/05/2016		S[(1)]	33,211 [(19)]	D	$ 667.0052	82,080,930	D

share							
Common Stock, par value $.01 per share	05/05/2016	S[(1)]	25,250 [(20)]	D	$ 668.1129	82,055,680	D
Common Stock, par value $.01 per share	05/05/2016	S[(1)]	41,118 [(21)]	D	$ 669.1741	82,014,562	D
Common Stock, par value $.01 per share	05/05/2016	S[(1)]	31,164 [(22)]	D	$ 670.0697	81,983,398	D
Common Stock, par value $.01 per share	05/05/2016	S[(1)]	6,085 [(23)]	D	$ 670.9863	81,977,313	D
Common Stock, par value $.01 per share	05/05/2016	S[(1)]	4,763 [(24)]	D	$ 671.86	81,972,550	D
Common Stock, par value $.01 per share	05/05/2016	S[(1)]	26,999 [(25)]	D	$ 673.0678	81,945,551	D
Common Stock, par value $.01 per share	05/05/2016	S[(1)]	16,595 [(26)]	D	$ 674.2802	81,928,956	D
Common Stock, par value $.01 per share	05/05/2016	S[(1)]	17,487 [(27)]	D	$ 674.8208	81,911,469	D
Common Stock, par value $.01 per share	05/05/2016	S[(1)]	966 [(28)]	D	$ 676.1866	81,910,503	D

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. 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)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BEZOS JEFFREY P P.O. BOX 81226 SEATTLE, WA 98108-1226	X	X	Chairman, CEO and President	

Signatures

/s/ PAUL DAUBER, attorney-in-fact for Jeffrey P. Bezos, Chairman of the Board, Chief Executive Officer and President — 05/05/2016

**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 $674.16 and the lowest price at which shares were sold was $673.17.

(3) Represents the weighted average sale price. The highest price at which shares were sold was $675.15 and the lowest price at which shares were sold was $674.17.

(4) Represents the weighted average sale price. The highest price at which shares were sold was $676.19 and the lowest price at which shares were sold was $675.21.

(5)

Represents the weighted average sale price. The highest price at which shares were sold was $677.21 and the lowest price at which shares were sold was $676.23.

(6) Represents the weighted average sale price. The highest price at which shares were sold was $678.30 and the lowest price at which shares were sold was $677.32.

(7) Represents the weighted average sale price. The highest price at which shares were sold was $679.21 and the lowest price at which shares were sold was $678.32.

(8) Represents the weighted average sale price. The highest price at which shares were sold was $680.05 and the lowest price at which shares were sold was $679.46.

(9) Contributions to non-profit organizations.

(10) Represents the weighted average sale price. The highest price at which shares were sold was $663.19 and the lowest price at which shares were sold was $662.48.

(11) Represents the weighted average sale price. The highest price at which shares were sold was $665.02 and the lowest price at which shares were sold was $664.05.

(12) Represents the weighted average sale price. The highest price at which shares were sold was $666.53 and the lowest price at which shares were sold was $665.55.

(13) Represents the weighted average sale price. The highest price at which shares were sold was $667.54 and the lowest price at which shares were sold was $666.55.

(14) Represents the weighted average sale price. The highest price at which shares were sold was $668.54 and the lowest price at which shares were sold was $667.55.

(15) Represents the weighted average sale price. The highest price at which shares were sold was $669.50 and the lowest price at which shares were sold was $668.55.

(16) Represents the weighted average sale price. The highest price at which shares were sold was $670.54 and the lowest price at which shares were sold was $669.55.

(17) Represents the weighted average sale price. The highest price at which shares were sold was $671.36 and the lowest price at which shares were sold was $670.55.

(18) Represents the weighted average sale price. The highest price at which shares were sold was $672.47 and the lowest price at which shares were sold was $671.56.

(19) Represents the weighted average sale price. The highest price at which shares were sold was $667.50 and the lowest price at which shares were sold was $666.51.

(20) Represents the weighted average sale price. The highest price at which shares were sold was $668.50 and the lowest price at which shares were sold was $667.51.

(21) Represents the weighted average sale price. The highest price at which shares were sold was $669.51 and the lowest price at which shares were sold was $668.52.

(22) Represents the weighted average sale price. The highest price at which shares were sold was $670.50 and the lowest price at which shares were sold was $669.52.

(23) Represents the weighted average sale price. The highest price at which shares were sold was $671.52 and the lowest price at which shares were sold was $670.53.

(24) Represents the weighted average sale price. The highest price at which shares were sold was $672.51 and the lowest price at which shares were sold was $671.53.

(25) Represents the weighted average sale price. The highest price at which shares were sold was $673.50 and the lowest price at which shares were sold was $672.55.

(26) Represents the weighted average sale price. The highest price at which shares were sold was $674.59 and the lowest price at which shares were sold was $673.61.

(27) Represents the weighted average sale price. The highest price at which shares were sold was $675.54 and the lowest price at which shares were sold was $674.63.

(28) Represents the weighted average sale price. The highest price at which shares were sold was $676.46 and the lowest price at which shares were sold was $675.68.

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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