

AMAZON COM INC

Form 4

August 04, 2016

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Blackburn Jeffrey M

(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)
08/02/2016

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

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	08/02/2016		S <u>(1)</u>		1,200	D \$ 757.9351 <u>(2)</u>	55,887	D
Common Stock, par value \$.01 per share	08/02/2016		S <u>(1)</u>		2,059	D \$ 758.9228 <u>(3)</u>	53,828	D
Common Stock, par	08/02/2016		S <u>(1)</u>		1,300	D \$ 760.0865	52,528	D

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value					(4)			
\$.01 per								
share								
Common								
Stock, par								
value	08/02/2016	S(1)	2,023	D	\$ 761.406	50,505	D	
\$.01 per					(5)			
share								
Common								
Stock, par								
value	08/02/2016	S(1)	1,386	D	\$	762.4944	49,119	D
\$.01 per					(6)			
share								
Common								
Stock, par								
value	08/02/2016	S(1)	1,832	D	\$	763.8875	47,287	D
\$.01 per					(7)			
share								
Common								
Stock, par								
value	08/02/2016	S(1)	200	D	\$ 764.62	47,087	D	
\$.01 per					(8)			
share								
Common								
Stock, par								
value						20,000	I	In trust
\$.01 per								
share								
Common								
Stock, par								
value						472.477	I	Held by the
\$.01 per								reporting
share								person's
								Amazon.com
								401(k) plan
								account

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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene
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Derivative Security	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Instr. 3 and 4)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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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 Michael D. Deal as attorney-in-fact for Jeffrey M. Blackburn, Senior Vice President 08/04/2016

__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 \$758.50 and the lowest price at which shares were sold was \$757.55.
- (3) Represents the weighted average sale price. The highest price at which shares were sold was \$759.52 and the lowest price at which shares were sold was \$758.55.
- (4) Represents the weighted average sale price. The highest price at which shares were sold was \$760.66 and the lowest price at which shares were sold was \$759.67.
- (5) Represents the weighted average sale price. The highest price at which shares were sold was \$761.80 and the lowest price at which shares were sold was \$760.88.
- (6) Represents the weighted average sale price. The highest price at which shares were sold was \$762.92 and the lowest price at which shares were sold was \$762.00.
- (7) Represents the weighted average sale price. The highest price at which shares were sold was \$764.53 and the lowest price at which shares were sold was \$763.55.
- (8) Represents the weighted average sale price. The highest price at which shares were sold was \$764.69 and the lowest price at which shares were sold was \$764.55.

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.

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