Zapolsky David
Form 4
November 19, 2018

FORM 4

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

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	
OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Zapolsky David

(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)
11/15/2018

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	11/15/2018		M		1,368	A	$ 0	3,263	D	
Common Stock, par value $.01 per share	11/15/2018		M		662	A	$ 0	3,925	D	
Common Stock, par	11/15/2018		S (1)		100	D	$ 1,548.74	3,825	D	

value $.01 per share										
Common Stock, par value $.01 per share	11/15/2018		S [(1)](#)		104	D	$ 1,550.1877 [(2)](#)	3,721	D	
Common Stock, par value $.01 per share	11/15/2018		S [(1)](#)		210	D	$ 1,554.489 [(3)](#)	3,511	D	
Common Stock, par value $.01 per share	11/15/2018		S [(1)](#)		100	D	$ 1,555.37	3,411	D	
Common Stock, par value $.01 per share	11/15/2018		S [(1)](#)		100	D	$ 1,558.53	3,311	D	
Common Stock, par value $.01 per share	11/15/2018		S [(1)](#)		200	D	$ 1,562.3 [(4)](#)	3,111	D	
Common Stock, par value $.01 per share	11/15/2018		S [(1)](#)		169	D	$ 1,563.432 [(5)](#)	2,942	D	
Common Stock, par value $.01 per share	11/15/2018		S [(1)](#)		200	D	$ 1,568.94 [(6)](#)	2,742	D	
Common Stock, par value $.01 per share	11/15/2018		S [(1)](#)		46	D	$ 1,570.95	2,696	D	
Common Stock, par value	11/15/2018		S [(1)](#)		200	D	$ 1,572.71 [(7)](#)	2,496	D	

$.01 per share									
Common Stock, par value $.01 per share	11/15/2018		S [(1)](#)		100	D	$ 1,575.91	2,396	D
Common Stock, par value $.01 per share	11/15/2018		S [(1)](#)		200	D	$ 1,577.45 [(8)](#)	2,196	D
Common Stock, par value $.01 per share	11/15/2018		S [(1)](#)		100	D	$ 1,579.3	2,096	D
Common Stock, par value $.01 per share	11/15/2018		S [(1)](#)		100	D	$ 1,587.72	1,996	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 Underlying Securitie (Instr. 3 and 4)	
								Date Exercisable	Expiration Date	Title	Amou or Numbe of Shares
				Code	V	(A)	(D)				
Restricted Stock Unit Award	$ 0 [(9)](#)	11/15/2018		M			1,368	05/15/2015 [(10)](#)	02/15/2020	Common Stock, par value $.01 per	1,36

							share	
Restricted Stock Unit Award	$ 0 (9)	11/15/2018	M	662	05/15/2017 (11)	02/15/2022	Common Stock, par value $.01 per share	662

Reporting Owners

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

Signatures

/s/ by Mark F. Hoffman as attorney-in-fact for David Zapolsky, Senior Vice President, General Counsel & Secretary	11/19/2018
**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 $1,551.13 and the lowest price at which shares were sold was $1,550.15.

(3) Represents the weighted average sale price. The highest price at which shares were sold was $1,554.87 and the lowest price at which shares were sold was $1,554.12.

(4) Represents the weighted average sale price. The highest price at which shares were sold was $1,562.61 and the lowest price at which shares were sold was $1,561.99.

(5) Represents the weighted average sale price. The highest price at which shares were sold was $1,563.73 and the lowest price at which shares were sold was $1,563.00.

(6) Represents the weighted average sale price. The highest price at which shares were sold was $1,568.98 and the lowest price at which shares were sold was $1,568.90.

(7) Represents the weighted average sale price. The highest price at which shares were sold was $1,573.16 and the lowest price at which shares were sold was $1,572.26.

(8) Represents the weighted average sale price. The highest price at which shares were sold was $1,577.89 and the lowest price at which shares were sold was $1,577.01.

(9) Converts into Common Stock on a one-for-one basis.

(10) 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: 637 shares on each of May 15, 2015, August 15, 2015, November 15, 2015, and February 15, 2016; 710 shares on each of May 15, 2016 and August 15, 2016; 711 shares on each of November 15, 2016 and February 15, 2017; 753 shares on May 15, 2017; 754 shares on each of August 15, 2017, November 15, 2017, and February 15, 2018; 1,367 shares on each of May 15, 2018 and August 15, 2018; 1,368 shares on each of November 15, 2018 and February 15, 2019; and 1,051 shares on each of May 15, 2019, August 15, 2019, November 15, 2019, and February 15, 2020.

(11)

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: 578 shares on each of May 15, 2017, August 15, 2017, November 15, 2017, and February 15, 2018; 661 shares on each of May 15, 2018 and August 15, 2018; 662 shares on each of November 15, 2018 and February 15, 2019; 713 shares on each of May 15, 2019 and August 15, 2019; 714 shares on each of November 15, 2019 and February 15, 2020; 1,376 shares on May 15, 2020; 1,377 shares on each of 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.

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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