

AMAZON COM INC
Form 4
February 18, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
PIACENTINI DIEGO

(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)
02/15/2015

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)	Price
Common Stock, par value \$.01 per share	02/15/2015		M		2,318	A	\$ 0
Common Stock, par value \$.01 per share	02/15/2015		M		5,750	A	\$ 0
Common Stock, par value \$.01 per share	02/17/2015		S ⁽¹⁾		2,725	D	\$ 373.3802 ⁽²⁾

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Common Stock, par value \$.01 per share	02/17/2015	<u>S⁽¹⁾</u>	4,004	D	\$ 374.3326 <u>(3)</u>	130,485	D
Common Stock, par value \$.01 per share	02/17/2015	<u>S⁽¹⁾</u>	2,621	D	\$ 375.1717 <u>(4)</u>	127,864	D
Common Stock, par value \$.01 per share	02/17/2015	<u>S⁽¹⁾</u>	1,339	D	\$ 376.42 <u>(5)</u>	126,525	D
Common Stock, par value \$.01 per share	02/17/2015	<u>S⁽¹⁾</u>	600	D	\$ 377.1805 <u>(6)</u>	125,925	D
Common Stock, par value \$.01 per share	02/17/2015	<u>S⁽¹⁾</u>	1,467	D	\$ 378.7139 <u>(7)</u>	124,458	D
Common Stock, par value \$.01 per share	02/17/2015	<u>S⁽¹⁾</u>	312	D	\$ 379.491 <u>(8)</u>	124,146	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)
	\$ 0 ⁽⁹⁾	02/15/2015		M	(A) 2,318 (D)	Date Exercisable 05/15/2013 ⁽¹⁰⁾ Expiration Date 02/15/2018	Title Amount or Number of Shares 2,318

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2015, November 15, 2015, and February 15, 2016; 5,478 shares on May 15, 2016; 5,477 shares on each of August 15, 2016, November 15, 2016, and February 15, 2017; 4,221 shares on each of May 15, 2017 and August 15, 2017; and 4,220 shares on each of November 15, 2017 and February 15, 2018.

- (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: 5,750 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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