

AMAZON COM INC
 Form 4
 February 20, 2014

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 *
BEZOS JEFFREY P

2. Issuer Name and Ticker or Trading Symbol
AMAZON COM INC [AMZN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
P.O. BOX 81226

3. Date of Earliest Transaction
 (Month/Day/Year)
02/18/2014

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

(Street)
SEATTLE, WA 98108-1226

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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		
Common Stock, par value \$0.01 per share	02/18/2014		S ⁽¹⁾		51,621	D	
					\$ 350.2 ⁽²⁾		
					84,913,648	D	
Common Stock, par value \$0.01 per share	02/18/2014		S ⁽¹⁾		117,646	D	
					\$ 350.8838 ⁽³⁾		
					84,796,002	D	
Common Stock, par value \$0.01 per share	02/18/2014		S ⁽¹⁾		113,901	D	
					\$ 352.0187		
					84,682,101	D	

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value					<u>(4)</u>		
\$.01 per share							
Common Stock, par value	02/18/2014	<u>S(1)</u>	115,600	D	\$ 352.9224	84,566,501	D
\$.01 per share					<u>(5)</u>		
Common Stock, par value	02/18/2014	<u>S(1)</u>	97,055	D	\$ 353.8208	84,469,446	D
\$.01 per share					<u>(6)</u>		
Common Stock, par value	02/18/2014	<u>S(1)</u>	17,993	D	\$ 354.8105	84,451,453	D
\$.01 per share					<u>(7)</u>		
Common Stock, par value	02/18/2014	<u>S(1)</u>	50	D	\$ 355.5	84,451,403	D
\$.01 per share							
Common Stock, par value	02/18/2014	<u>G(8)</u>	V 2,837	D	\$ 0	84,448,566	D
\$.01 per share							
Common Stock, par value	02/19/2014	<u>S(1)</u>	48,980	D	\$ 346.8006	84,399,586	D
\$.01 per share					<u>(9)</u>		
Common Stock, par value	02/19/2014	<u>S(1)</u>	88,139	D	\$ 347.5645	84,311,447	D
\$.01 per share					<u>(10)</u>		
Common Stock, par value	02/19/2014	<u>S(1)</u>	101,166	D	\$ 348.6902	84,210,281	D
\$.01 per share					<u>(11)</u>		
Common Stock, par value	02/19/2014	<u>S(1)</u>	36,203	D	\$ 349.5015	84,174,078	D
value					<u>(12)</u>		

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\$.01 per share

Common Stock, par value	02/19/2014	S ⁽¹⁾	78,242	D	\$ 350.6897	84,095,836	D
\$.01 per share					<u>(13)</u>		

Common Stock, par value	02/19/2014	S ⁽¹⁾	55,659	D	\$ 351.584	84,040,177	D
\$.01 per share					<u>(14)</u>		

Common Stock, par value	02/19/2014	S ⁽¹⁾	27,602	D	\$ 352.8818	84,012,575	D
\$.01 per share					<u>(15)</u>		

Common Stock, par value	02/19/2014	S ⁽¹⁾	49,464	D	\$ 353.8758	83,963,111	D
\$.01 per share					<u>(16)</u>		

Common Stock, par value	02/19/2014	S ⁽¹⁾	679	D	\$ 354.4675	83,962,432	D
\$.01 per share					<u>(17)</u>		

Common Stock, par value	02/19/2014	G ⁽¹⁸⁾	V 100	D	\$ 0	83,962,332	D
\$.01 per share							

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(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	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. Number of Derivative Securities Beneficially Owned (Instr. 6)
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(A) or
Disposed
of (D)
(Instr. 3,
4, and 5)

Repor
Trans
(Instr

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
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

02/20/2014

__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 \$350.44 and the lowest price at which shares were sold was \$349.45.
- (3) Represents the weighted average sale price. The highest price at which shares were sold was \$351.43 and the lowest price at which shares were sold was \$350.45.
- (4) Represents the weighted average sale price. The highest price at which shares were sold was \$352.44 and the lowest price at which shares were sold was \$351.45.
- (5) Represents the weighted average sale price. The highest price at which shares were sold was \$353.44 and the lowest price at which shares were sold was \$352.45.
- (6) Represents the weighted average sale price. The highest price at which shares were sold was \$354.43 and the lowest price at which shares were sold was \$353.45.
- (7) Represents the weighted average sale price. The highest price at which shares were sold was \$355.13 and the lowest price at which shares were sold was \$354.47.
- (8) Contribution to non-profit organization.
- (9) Represents the weighted average sale price. The highest price at which shares were sold was \$347.14 and the lowest price at which shares were sold was \$346.15.
- (10) Represents the weighted average sale price. The highest price at which shares were sold was \$348.12 and the lowest price at which shares were sold was \$347.15.
- (11) Represents the weighted average sale price. The highest price at which shares were sold was \$349.14 and the lowest price at which shares were sold was \$348.15.
- (12)

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Represents the weighted average sale price. The highest price at which shares were sold was \$350.15 and the lowest price at which shares were sold was \$349.16.

- (13) Represents the weighted average sale price. The highest price at which shares were sold was \$351.16 and the lowest price at which shares were sold was \$350.17.
- (14) Represents the weighted average sale price. The highest price at which shares were sold was \$352.14 and the lowest price at which shares were sold was \$351.20.
- (15) Represents the weighted average sale price. The highest price at which shares were sold was \$353.13 and the lowest price at which shares were sold was \$352.24.
- (16) Represents the weighted average sale price. The highest price at which shares were sold was \$354.30 and the lowest price at which shares were sold was \$353.35.
- (17) Represents the weighted average sale price. The highest price at which shares were sold was \$354.54 and the lowest price at which shares were sold was \$354.45.
- (18) Contributions to non-profit organizations.

Remarks:

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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