

Zapolsky David

Form 3

September 21, 2012

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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 *

Zapolsky David

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

09/21/2012

3. Issuer Name and Ticker or Trading Symbol
AMAZON COM INC [AMZN]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer ☐ Other
(give title below) (specify below)
Vice President6. Individual or Joint/Group
Filing(Check Applicable Line)
☒ Form filed by One Reporting
Person
☐ Form filed by More than One
Reporting Person

PO BOX 81226

(Street)

SEATTLE, WA 98108-1226

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock, par value \$.01 per share

56.534

I

Held by the reporting person's
Amazon.com 401(k) plan accountReminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative
Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)

Date Exercisable

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title

4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

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	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Restricted Stock Unit Award	05/15/2012 ⁽¹⁾	02/15/2014	Common Stock, par value \$.01 per share 10,634	\$ 0 ⁽²⁾	D	Â
Restricted Stock Unit Award	05/15/2011 ⁽³⁾	02/15/2014	Common Stock, par value \$.01 per share 4,490	\$ 0 ⁽²⁾	D	Â
Restricted Stock Unit Award	05/15/2014 ⁽⁴⁾	02/15/2016	Common Stock, par value \$.01 per share 6,721	\$ 0 ⁽²⁾	D	Â
Restricted Stock Unit Award	05/15/2014 ⁽⁵⁾	02/15/2017	Common Stock, par value \$.01 per share 2,268	\$ 0 ⁽²⁾	D	Â
Restricted Stock Unit Award	05/15/2014 ⁽⁶⁾	02/15/2017	Common Stock, par value \$.01 per share 4,003	\$ 0 ⁽²⁾	D	Â
Restricted Stock Unit Award	05/15/2013 ⁽⁷⁾	02/15/2018	Common Stock, par value \$.01 per share 13,981	\$ 0 ⁽²⁾	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Zapolsky David PO BOX 81226 SEATTLE, WA 98108-1226	Â	Â	Â Vice President	Â

Signatures

/s/ David Zapolsky, Vice President, General Counsel & Secretary

09/21/2012

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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) Vested as to 3,034 units with the remaining 7,600 units currently unvested. This award vests at the rate of 1,517 shares on November 15, 2012, 1,518 shares on February 15, 2013, 1,141 shares on each of May 15, 2013, August 15, 2013 and November 15, 2013 and 1,142

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shares on February 15, 2014.

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

Vested as to 1,352 units with the remaining 3,138 units currently unvested. This award vests at the rate of 603 shares on each of

- (3) November 15, 2012 and February 15, 2013 and 483 shares on each of May 15, 2013, August 15, 2013, November 15, 2013 and February 15, 2014.

- (4) This award vests at the rate of 957 shares on May 15, 2014, 958 shares on each of August 15, 2014, November 15, 2014 and February 15, 2015, 722 shares on each of May 15, 2015 and August 15, 2015 and 723 shares on each of November 15, 2015 and February 15, 2016.

This award vests at the rate of 17 shares on May 15, 2014, 16 shares on each of August 15, 2014, November 15, 2014 and February 15,

- (5) 2015, 27 shares on each of May 15, 2015, August 15, 2015 and November 15, 2015, 26 shares on February 15, 2016 and 524 shares on each of May 15, 2016, August 15, 2016, November 15, 2016 and February 15, 2017.

This award vests at the rate of 305 shares on each of May 15, 2014, August 15, 2014 and November 15, 2014, 303 shares on February 15,

- (6) 2015, 363 shares on each of May 15, 2015, August 15, 2015 and November 15, 2015, 361 shares on February 15, 2016, 334 shares on each of May 15, 2016, August 15, 2016, and November 15, 2016 and 333 shares on February 15, 2017.

This award vests 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: 604 shares on each of May 15, 2013, August 15, 2013

- (7) and November 15, 2013, 603 shares on February 15, 2014, 866 shares on each of May 15, 2014, August 15, 2014, November 15, 2014 and February 15, 2015, 573 shares on each of May 15, 2015, August 15, 2015, November 15, 2015 and February 15, 2016, 451 shares on each of May 15, 2016, August 15, 2016 and November 15, 2016, 450 shares on February 15, 2017, 1,002 shares on each of May 15, 2017, August 15, 2017 and November 15, 2017 and 1,001 shares on February 15, 2018.

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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