

Zapolsky David  
 Form 4  
 February 19, 2013

**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 \*  
 Zapolsky David

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)

3. Date of Earliest Transaction (Month/Day/Year)  
 02/15/2013

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)

PO BOX 81226

Vice President

(Street)

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

SEATTLE, WA 98108-1226

(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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock, par value \$0.01 per share	02/15/2013		M		1,518	A	\$ 0
Common Stock, par value \$0.01 per share	02/15/2013		M		603	A	\$ 0
Common Stock, par value \$0.01 per share	02/15/2013		S <sup>(1)</sup>		2,121	D	\$ 267.55

value  
\$.01 per  
share

Common  
Stock, par  
value  
\$.01 per  
share

58.597 I

Held by the  
reporting  
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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(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)	Amount or Number of Shares
Restricted Stock Unit Award	\$ 0 <sup>(2)</sup>	02/15/2013		M	1,518	05/15/2012 <sup>(3)</sup> 02/15/2014	Common Stock, par value \$.01 per share	1,518
Restricted Stock Unit Award	\$ 0 <sup>(2)</sup>	02/15/2013		M	603	05/15/2011 <sup>(4)</sup> 02/15/2014	Common Stock, par value \$.01 per share	603

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
			Vice President	

Zapolsky David  
PO BOX 81226  
SEATTLE, WA 98108-1226

## Signatures

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

02/15/2013

\_\_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) Converts into Common Stock on a one-for-one basis

(3) This award vests at the rate of 1,517 shares on May 15, 2012, August 15, 2012 and 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 shares on February 15, 2014.

(4) This award vests at the rate of 37 shares May 15, 2011, August 15, 2011 and November 15, 2011, 35 shares on February 15, 2012, 603 shares on each of May 15, 2012, August 15, 2012, 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.

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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