

AMAZON COM INC
 Form 4
 February 19, 2014

FORM 4

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

OMB APPROVAL

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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 *
 Jassy Andrew R

(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)
 02/15/2014

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) or Price (A)			
Common Stock, par value \$.01 per share	02/15/2014		M		7,750	A	\$ 0 43,067	D
Common Stock, par value \$.01 per share	02/15/2014		M		1,546	A	\$ 0 44,613	D
Common Stock, par	02/18/2014		S ⁽¹⁾		254	D	\$ 350.1457	D

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value					(2)		
\$.01 per share							
Common Stock, par value	02/18/2014	S ⁽¹⁾	1,100	D	\$ 351.0555	43,259	D
\$.01 per share					(3)		
Common Stock, par value	02/18/2014	S ⁽¹⁾	850	D	\$ 352.1702	42,409	D
\$.01 per share					(4)		
Common Stock, par value	02/18/2014	S ⁽¹⁾	900	D	\$ 353.0966	41,509	D
\$.01 per share					(5)		
Common Stock, par value	02/18/2014	S ⁽¹⁾	700	D	\$ 353.8614	40,809	D
\$.01 per share					(6)		
Common Stock, par value	02/18/2014	S ⁽¹⁾	100	D	\$ 355.18	40,709	D
\$.01 per share							
Common Stock, par value						468.065	I
\$.01 per share							
							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	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)
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Derivative Security			(A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit Award	\$ 0 ⁽⁷⁾	02/15/2014		M		7,750		05/15/2009 ⁽⁸⁾	02/15/2014	Common Stock, par value \$.01 per share	7,750
Restricted Stock Unit Award	\$ 0 ⁽⁷⁾	02/15/2014		M		1,546		05/15/2013 ⁽⁹⁾	02/15/2018	Common Stock, par value \$.01 per share	1,546

Reporting Owners

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

Signatures

/s/ by Michael D. Deal as attorney-in-fact for Andrew R. Jassy, Senior Vice President 02/19/2014

__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 \$350.36 and the lowest price at which shares were sold was \$349.43.
 - (3) Represents the weighted average sale price. The highest price at which shares were sold was \$351.52 and the lowest price at which shares were sold was \$350.55.
 - (4) Represents the weighted average sale price. The highest price at which shares were sold was \$352.52 and the lowest price at which shares were sold was \$351.57.
 - (5) Represents the weighted average sale price. The highest price at which shares were sold was \$353.52 and the lowest price at which shares were sold was \$352.58.
 - (6) 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 \$353.60.

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

This award vested 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: 1,750 shares on each of May 15, 2009, August 15, 2009, November 15, 2009, and February 15, 2010; and 7,750 shares on May 15, 2011 and each 3-month period thereafter through February 15, 2014.

- (8) 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: 1,547 shares on each of May 15, 2013, August 15, 2013, and November 15, 2013; 1,546 shares on February 15, 2014; 2,334 shares on each of May 15, 2014, August 15, 2014, November 15, 2014, and February 15, 2015; 1,280 shares on each of May 15, 2015 and August 15, 2015; 1,279 shares on each of November 15, 2015 and February 15, 2016; 5,489 shares on each of May 15, 2016, August 15, 2016, November 15, 2016, and February 15, 2017; 4,231 shares on each of May 15, 2017 and August 15, 2017; and 4,230 shares on each of November 15, 2017 and February 15, 2018.

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, transactions reported on this Form 4.

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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