

AMAZON COM INC
Form 4
August 04, 2016

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 *
Blackburn Jeffrey M

(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)
08/02/2016

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 Ownership (Instr. 4) | |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|---|
| | | | | (A) or (D) | Price | | | |
| Common Stock, par value \$0.01 per share | 08/02/2016 | | S ⁽¹⁾ | 1,200 | D | \$ 757.9351 | 55,887 | D |
| | | | | | | (2) | | |
| Common Stock, par value \$0.01 per share | 08/02/2016 | | S ⁽¹⁾ | 2,059 | D | \$ 758.9228 | 53,828 | D |
| | | | | | | (3) | | |
| Common Stock, par value \$0.01 per share | 08/02/2016 | | S ⁽¹⁾ | 1,300 | D | \$ 760.0865 | 52,528 | D |

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| | | | | | | | | |
|-------------------------|------------|------------------|-------|---|--------------------|---------|---|---|
| value | | | | | (4) | | | |
| \$.01 per share | | | | | | | | |
| Common Stock, par value | 08/02/2016 | S ⁽¹⁾ | 2,023 | D | \$ 761.406 (5) | 50,505 | D | |
| \$.01 per share | | | | | | | | |
| Common Stock, par value | 08/02/2016 | S ⁽¹⁾ | 1,386 | D | \$ 762.4944 (6) | 49,119 | D | |
| \$.01 per share | | | | | | | | |
| Common Stock, par value | 08/02/2016 | S ⁽¹⁾ | 1,832 | D | \$ 763.8875 (7) | 47,287 | D | |
| \$.01 per share | | | | | | | | |
| Common Stock, par value | 08/02/2016 | S ⁽¹⁾ | 200 | D | \$ 764.62 (8) | 47,087 | D | |
| \$.01 per share | | | | | | | | |
| Common Stock, par value | | | | | | 20,000 | I | In trust |
| \$.01 per share | | | | | | | | |
| Common Stock, par value | | | | | | 472.477 | I | Held by the reporting person's Amazon.com 401(k) plan account |
| \$.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.

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 | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities | 8. Price of Derivative Security (Instr. 5) | 9. Nature of Beneficial Ownership |
|--|------------------------------------|--------------------------------------|--|--------------------------------|-------------------------|--|--|--|-----------------------------------|
|--|------------------------------------|--------------------------------------|--|--------------------------------|-------------------------|--|--|--|-----------------------------------|

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| Derivative Security | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | (Instr. 3 and 4) |
|---------------------|---|------|---|-----|-----|------------------|-----------------|-------|----------------------------|------------------|
| | | | | | | | | | | Owned |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Blackburn Jeffrey M P.O. BOX 81226 SEATTLE, WA 98108-1226 | | | Senior Vice President | |

Signatures

/s/ by Michael D. Deal as attorney-in-fact for Jeffrey M. Blackburn, Senior Vice President 08/04/2016

__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 \$758.50 and the lowest price at which shares were sold was \$757.55.
- (3) Represents the weighted average sale price. The highest price at which shares were sold was \$759.52 and the lowest price at which shares were sold was \$758.55.
- (4) Represents the weighted average sale price. The highest price at which shares were sold was \$760.66 and the lowest price at which shares were sold was \$759.67.
- (5) Represents the weighted average sale price. The highest price at which shares were sold was \$761.80 and the lowest price at which shares were sold was \$760.88.
- (6) Represents the weighted average sale price. The highest price at which shares were sold was \$762.92 and the lowest price at which shares were sold was \$762.00.
- (7) Represents the weighted average sale price. The highest price at which shares were sold was \$764.53 and the lowest price at which shares were sold was \$763.55.
- (8) Represents the weighted average sale price. The highest price at which shares were sold was \$764.69 and the lowest price at which shares were sold was \$764.55.

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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