

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 *
PIACENTINI DIEGO

(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)	Price
Common Stock, par value \$.01 per share	02/15/2014		M		7,500	A	\$ 0
Common Stock, par value \$.01 per share	02/15/2014		M		1,779	A	\$ 0
Common Stock, par value \$.01 per share	02/18/2014		S ⁽¹⁾		822	D	\$ 350.2217 ⁽²⁾

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Common Stock, par value \$.01 per share	02/18/2014	S ⁽¹⁾	2,100	D	\$ 351.0348 (3)	131,503	D
Common Stock, par value \$.01 per share	02/18/2014	S ⁽¹⁾	2,010	D	\$ 352.1653 (4)	129,493	D
Common Stock, par value \$.01 per share	02/18/2014	S ⁽¹⁾	1,820	D	\$ 353.1192 (5)	127,673	D
Common Stock, par value \$.01 per share	02/18/2014	S ⁽¹⁾	1,327	D	\$ 353.9082 (6)	126,346	D
Common Stock, par value \$.01 per share	02/18/2014	S ⁽¹⁾	200	D	\$ 354.87 (7)	126,146	D

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Restricted Stock Unit Award	\$ 0 ⁽⁸⁾	02/15/2014		M	7,500	05/15/2011 ⁽⁹⁾ 02/15/2014	Common Stock, par value \$.01 per share
							Amount or Number of Shares 7,500

Restricted Stock Unit Award	\$ 0 ⁽⁸⁾	02/15/2014	M	1,779	05/15/2013 ⁽¹⁰⁾	02/15/2018	Common Stock, par value \$.01 per share	1,77
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Reporting Owners

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

Signatures

/s/ by Michael D. Deal as attorney-in-fact for Diego Piacentini, 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 \$350.45 and the lowest price at which shares were sold was \$349.53.
- (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 \$352.55 and the lowest price at which shares were sold was \$351.60.
- (5) Represents the weighted average sale price. The highest price at which shares were sold was \$353.60 and the lowest price at which shares were sold was \$352.61.
- (6) Represents the weighted average sale price. The highest price at which shares were sold was \$354.47 and the lowest price at which shares were sold was \$353.62.
- (7) Represents the weighted average sale price. The highest price at which shares were sold was \$354.89 and the lowest price at which shares were sold was \$354.85.
- (8) Converts into Common Stock on a one-for-one basis.
- (9) 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: 10,000 shares on each of May 15, 2011, August 15, 2011, November 15, 2011, and February 15, 2012 and 7,500 shares on each of May 15, 2012, August 15, 2012, November 15, 2012, February 15, 2013, May 15, 2013, August 15, 2013, November 15, 2013, and February 15, 2014.
- (10) 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: 1,779 shares on each of May 15, 2013, August 15, 2013, November 15, 2013, and February 15, 2014; 2,319 shares on each of May 15, 2014 and August 15, 2014; 2,318 shares on each of November 15, 2014 and February 15, 2015; 1,267 shares on May 15, 2015; 1,266 shares on each of August 15, 2015, November 15, 2015, and February 15, 2016; 5,478 shares on May 15, 2016; 5,477 shares on each of August 15, 2016, November 15, 2016, and February 15, 2017; 4,221 shares on each of May 15, 2017 and August 15, 2017; and 4,220 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,

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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