AMAZON COM INC
Form 4
May 19, 2014

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 *
Reynolds Shelley

(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)
05/15/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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	(A) or (D)	Price			
Common Stock, par value $.01 per share	05/15/2014		M		180	A	$ 0	6,169	D	
Common Stock, par value $.01 per share	05/15/2014		M		738	A	$ 0	6,907	D	
Common Stock, par	05/15/2014		S(1)		86	D	$ 294.03	6,821	D	

value $.01 per share									
Common Stock, par value $.01 per share	05/15/2014		S(1)	100	D	$ 296.02	6,721	D	
Common Stock, par value $.01 per share	05/15/2014		S(1)	100	D	$ 297.63	6,621	D	
Common Stock, par value $.01 per share	05/15/2014		S(1)	100	D	$ 298.72	6,521	D	
Common Stock, par value $.01 per share							132.784	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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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	Amount or Number of Shares
	$ 0 (2)	05/15/2014		M			180	05/15/2014(3)	02/15/2017		180

Restricted Stock Unit Award								Common Stock, par value $.01 per share	
Restricted Stock Unit Award	$ 0 (2)	05/15/2014		M	738	05/15/2014(4)	02/15/2016	Common Stock, par value $.01 per share	738

Reporting Owners

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

Signatures

/s/ Shelley Reynolds, Vice President	05/19/2014
**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)** Converts into Common Stock on a one-for-one basis.
- **(3)** 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: 180 shares on May 15, 2014; 179 shares on each of August 15, 2014, November 15, 2014, and February 15, 2015; 162 shares on each of May 15, 2015, August 15, 2015, November 15, 2015, and February 15, 2016; 531 shares on May 15, 2016; and 530 shares on each of August 15, 2016, November 15, 2016, and February 15, 2017.
- **(4)** 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: 738 shares on each of May 15, 2014 and August 15, 2014; 739 shares on each of November 15, 2014 and February 15, 2015; 541 shares on May 15, 2015; and 542 shares on each of August 15, 2015, November 15, 2015, and February 15, 2016.

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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