

Zapolsky David
Form 4
February 20, 2018

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 *
Zapolsky David

(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)
02/15/2018

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 \$0.01 per share | 02/15/2018 | | M | | 1,001 | A | \$ 0 | 2,577 | D |
| Common Stock, par value \$0.01 per share | 02/15/2018 | | M | | 754 | A | \$ 0 | 3,331 | D |
| Common Stock, par value \$0.01 per share | 02/15/2018 | | M | | 578 | A | \$ 0 | 3,909 | D |

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| | | | | | | | |
|---|------------|------------------------|-----|---|--------------------------------|-------|---|
| value \$.01 per share | | | | | | | |
| Common Stock, par value \$.01 per share | 02/15/2018 | <u>S⁽¹⁾</u> | 100 | D | \$ 1,451.64 | 3,809 | D |
| Common Stock, par value \$.01 per share | 02/15/2018 | <u>S⁽¹⁾</u> | 200 | D | \$ 1,455.655 <u>(2)</u> | 3,609 | D |
| Common Stock, par value \$.01 per share | 02/15/2018 | <u>S⁽¹⁾</u> | 100 | D | \$ 1,458.5 | 3,509 | D |
| Common Stock, par value \$.01 per share | 02/15/2018 | <u>S⁽¹⁾</u> | 692 | D | \$ 1,460.5381 <u>(3)</u> | 2,817 | D |
| Common Stock, par value \$.01 per share | 02/15/2018 | <u>S⁽¹⁾</u> | 300 | D | \$ 1,462.61 <u>(4)</u> | 2,517 | D |
| Common Stock, par value \$.01 per share | 02/15/2018 | <u>S⁽¹⁾</u> | 100 | D | \$ 1,463.52 | 2,417 | D |
| Common Stock, par value \$.01 per share | 02/15/2018 | <u>S⁽¹⁾</u> | 724 | D | \$ 1,466.827 <u>(5)</u> | 1,693 | D |

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)**

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| 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 ⁽⁶⁾ | 02/15/2018 | | M | 1,001 | 05/15/2013 ⁽⁷⁾ 02/15/2018 | Common Stock, par value \$.01 per share | 1,001 |
| Restricted Stock Unit Award | \$ 0 ⁽⁶⁾ | 02/15/2018 | | M | 754 | 05/15/2015 ⁽⁸⁾ 02/15/2020 | Common Stock, par value \$.01 per share | 754 |
| Restricted Stock Unit Award | \$ 0 ⁽⁶⁾ | 02/15/2018 | | M | 578 | 05/15/2017 ⁽⁹⁾ 02/15/2022 | Common Stock, par value \$.01 per share | 578 |

Reporting Owners

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

Signatures

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

02/16/2018

**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)

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Represents the weighted average sale price. The highest price at which shares were sold was \$1,455.66 and the lowest price at which shares were sold was \$1,455.65.

- (3) Represents the weighted average sale price. The highest price at which shares were sold was \$1,460.99 and the lowest price at which shares were sold was \$1,460.03.
- (4) Represents the weighted average sale price. The highest price at which shares were sold was \$1,462.99 and the lowest price at which shares were sold was \$1,462.04.
- (5) Represents the weighted average sale price. The highest price at which shares were sold was \$1,467.04 and the lowest price at which shares were sold was \$1,466.78.
- (6) Converts into Common Stock on a one-for-one basis.

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: 604 shares on each of May 15, 2013, August 15, 2013, and November 15, 2013; 603 shares on February 15, 2014; 866 shares on each of May 15, 2014, August 15, 2014, November 15, 2014, and February 15, 2015; 573 shares on each of May 15, 2015, August 15, 2015, November 15, 2015, and February 15, 2016; 451 shares on each of May 15, 2016, August 15, 2016, and November 15, 2016; 450 shares on February 15, 2017; 1,002 shares on each of May 15, 2017, August 15, 2017, and November 15, 2017; and 1,001 shares on February 15, 2018.

- (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: 637 shares on each of May 15, 2015, August 15, 2015, November 15, 2015, and February 15, 2016; 710 shares on each of May 15, 2016 and August 15, 2016; 711 shares on each of November 15, 2016 and February 15, 2017; 753 shares on May 15, 2017; 754 shares on each of August 15, 2017, November 15, 2017, and February 15, 2018; 1,367 shares on each of May 15, 2018 and August 15, 2018; 1,368 shares on each of November 15, 2018 and February 15, 2019; and 1,051 shares on each of May 15, 2019, August 15, 2019, November 15, 2019, and February 15, 2020.

- (9) 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: 578 shares on each of May 15, 2017, August 15, 2017, November 15, 2017, and February 15, 2018; 661 shares on each of May 15, 2018 and August 15, 2018; 662 shares on each of November 15, 2018 and February 15, 2019; 713 shares on each of May 15, 2019 and August 15, 2019; 714 shares on each of November 15, 2019 and February 15, 2020; 1,376 shares on May 15, 2020; 1,377 shares on each of August 15, 2020, November 15, 2020, and February 15, 2021; and 1,060 shares on each of May 15, 2021, August 15, 2021, November 15, 2021, and February 15, 2022.

Remarks:

The reporting person undertakes to provide, upon request by the staff of the SEC, the issuer, or a security holder of the issuer,

Exhibit 24

Power of Attorney

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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