

AMAZON COM INC  
Form 4  
November 17, 2016

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
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(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)  
11/15/2016

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 \_\_\_\_ Other (specify  
below) 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<br>Security<br>(Instr. 3)               | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|-----------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock, par<br>value<br>\$.01 per<br>share | 11/15/2016                              |                                                             | M                                    | 530                                                                     | A \$ 0                                                                                                             | 6,519                                                                   | D                                                                 |
| Common<br>Stock, par<br>value<br>\$.01 per<br>share | 11/15/2016                              |                                                             | M                                    | 96                                                                      | A \$ 0                                                                                                             | 6,615                                                                   | D                                                                 |
| Common<br>Stock, par                                | 11/15/2016                              |                                                             | S <sup>(1)</sup>                     | 100                                                                     | D \$ 726.53                                                                                                        | 6,515                                                                   | D                                                                 |

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value  
\$.01 per  
share

Common  
Stock, par  
value 11/15/2016  
\$.01 per  
share

S<sup>(1)</sup> 100 D \$ 729.03 6,415 D

Common  
Stock, par  
value 11/15/2016  
\$.01 per  
share

S<sup>(1)</sup> 122 D \$ 736.8746 6,293 D  
(2)

Common  
Stock, par  
value 11/15/2016  
\$.01 per  
share

S<sup>(1)</sup> 204 D \$ 738.4133 6,089 D  
(3)

Common  
Stock, par  
value 11/15/2016  
\$.01 per  
share

S<sup>(1)</sup> 100 D \$ 739.3 5,989 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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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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|

|                             |                     |            |      |   | Date Exercisable | Expiration Date           | Title      | Amount or Number of Shares                  |
|-----------------------------|---------------------|------------|------|---|------------------|---------------------------|------------|---------------------------------------------|
|                             |                     |            | Code | V | (A)              | (D)                       |            |                                             |
| Restricted Stock Unit Award | \$ 0 <sup>(4)</sup> | 11/15/2016 | M    |   | 530              | 05/15/2014 <sup>(5)</sup> | 02/15/2017 | Common Stock, par value \$.01 per share 530 |
| Restricted Stock Unit Award | \$ 0 <sup>(4)</sup> | 11/15/2016 | M    |   | 96               | 05/15/2015 <sup>(6)</sup> | 02/15/2020 | Common Stock, par value \$.01 per share 96  |

## Reporting Owners

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

## Signatures

/s/ Shelley Reynolds, Vice President

11/16/2016

\_\_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 \$736.88 and the lowest price at which shares were sold was \$736.85.

(3) Represents the weighted average sale price. The highest price at which shares were sold was \$738.55 and the lowest price at which shares were sold was \$738.23.

(4) Converts into common stock on a one-for-one basis.

(5) 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.

(6) 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: 15 shares on May 15, 2015; 16 shares on each of August 15, 2015, November 15, 2015, and February 15, 2016; 95 shares on each of May 15, 2016 and August 15, 2016; 96 shares on each of November 15, 2016 and February 15, 2017; 544 shares on each of May 15, 2017, August 15, 2017, November 15, 2017, and February 15, 2018; 419 shares on each of May 15, 2018 and August 15, 2018; 420 shares on each of November 15, 2018 and

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February 15, 2019; and 318 shares on each of May 15, 2019, August 15, 2019, November 15, 2019, and February 15, 2020.

### Remarks:

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

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