

Blackburn Jeffrey M
Form 4
August 17, 2018

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
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(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)
08/15/2018

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

Senior 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)
Common Stock, par value \$.01 per share	08/15/2018		M	1,667 A \$ 0	46,595	D	
Common Stock, par value \$.01 per share	08/15/2018		M	2,441 A \$ 0	49,036	D	
Common Stock, par	08/15/2018		S ⁽¹⁾	150 D \$	48,886	D	
				1,873.4356			

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value					(2)		
\$.01 per share							
Common Stock, par value	08/15/2018	S(1)	4	D	\$ 1,874	48,882	D
\$.01 per share							
Common Stock, par value	08/15/2018	S(1)	100	D	\$ 1,884.98	48,782	D
\$.01 per share							
Common Stock, par value	08/15/2018	S(1)	100	D	\$ 1,890.68	48,682	D
\$.01 per share							
Common Stock, par value	08/15/2018	S(1)	200	D	\$ 1,892.875	48,482	D
\$.01 per share					(3)		
Common Stock, par value	08/15/2018	S(1)	100	D	\$ 1,894.15	48,382	D
\$.01 per share							
Common Stock, par value	08/15/2018	S(1)	100	D	\$ 1,895.56	48,282	D
\$.01 per share							
Common Stock, par value	08/15/2018	S(1)	100	D	\$ 1,900.28	48,182	D
\$.01 per share							
Common Stock, par value	08/15/2018	S(1)	200	D	\$ 1,901.615	47,982	D
\$.01 per share					(4)		
Common Stock, par value	08/15/2018	S(1)	100	D	\$ 1,904.14	47,882	D

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\$.01 per
share

Common
Stock, par
value
\$.01 per
share

08/15/2018

S⁽¹⁾

500

D

\$ 1,907.002
(5)

47,382

D

Common
Stock, par
value
\$.01 per
share

08/15/2018

S⁽¹⁾

300

D

\$
1,909.1433
(6)

47,082

D

Common
Stock, par
value
\$.01 per
share

08/15/2018

S⁽¹⁾

100

D

\$ 1,914.56

46,982

D

Common
Stock, par
value
\$.01 per
share

20,000

I

In trust

Common
Stock, par
value
\$.01 per
share

476.417

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 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

Reporting Owners

Signatures

08/17/2018

Date _____

Explanation of Responses:

- ## Reporting Owners

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2020; 2,792 shares on February 15, 2021; 2,153 shares on each of May 15, 2021, August 15, 2021, and November 15, 2021; and 2,154 shares on February 15, 2022.

- (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: 2,441 shares on each of May 15, 2018, August 15, 2018, November 15, 2018, and February 15, 2019; 1,880 shares on each of May 15, 2019 and August 15, 2019; and 1,881 shares on each of 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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