

WILKE JEFFREY A

Form 4

August 17, 2017

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
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
WILKE JEFFREY A

(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)
08/15/2017

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)

CEO Worldwide Consumer

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	08/15/2017		M	V 5,312 A \$ 0	15,312	D	
Common Stock, par value \$.01 per share	08/15/2017		G	V 5,312 D \$ 0	10,000	D	
Common Stock, par	08/15/2017		G	V 5,312 A \$ 0	60,660	I	In trust

value
\$.01 per
share

Common
Stock, par

value 08/15/2017
\$.01 per
share

S⁽¹⁾

280

D

\$

983.9954
(2)

60,380

I

In trust

Common
Stock, par

value 08/15/2017
\$.01 per
share

S⁽¹⁾

75

D

\$ 982.664
(3)

60,305

I

In trust

Common
Stock, par

value 08/16/2017
\$.01 per
share

S⁽¹⁾

200

D

\$ 981.245
(4)

60,105

I

In trust

Common
Stock, par

value 08/16/2017
\$.01 per
share

S⁽¹⁾

55

D

\$ 978.6

60,050

I

In trust

Common
Stock, par

value 08/16/2017
\$.01 per
share

S⁽¹⁾

100

D

\$ 977.475
(5)

59,950

I

In trust

Common
Stock, par

value
\$.01 per
share

528.796

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.

**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)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
---	--	---	---	--------------------------------------	--	--	---

Edgar Filing: WILKE JEFFREY A - Form 4

	Derivative Security			(A) or Disposed of (D) (Instr. 3, 4, and 5)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit Award	\$ 0 <u>(6)</u>	08/15/2017	M		5,312	05/15/2013 <u>(7)</u>	02/15/2018		Common Stock, par value \$.01 per share	5,312

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WILKE JEFFREY A P.O. BOX 81226 SEATTLE, WA 98108-1226			CEO Worldwide Consumer	

Signatures

/s/ JEFFREY A. WILKE, CEO Worldwide Consumer

08/17/2017

****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 \$984.31 and the lowest price at which shares were sold was \$983.44. |
| (3) | Represents the weighted average sale price. The highest price at which shares were sold was \$983.28 and the lowest price at which shares were sold was \$982.44. |
| (4) | Represents the weighted average sale price. The highest price at which shares were sold was \$981.35 and the lowest price at which shares were sold was \$981.14. |
| (5) | Represents the weighted average sale price. The highest price at which shares were sold was \$977.53 and the lowest price at which shares were sold was \$977.42. |
| (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: 4,163 shares on May 15, 2013; 4,162 shares each of on August 15, 2013, November 15, 2013, and February 15, 2014; 3,892 shares on May 15, 2014; 3,891 shares on each of August 15, 2014, November 15, 2014, and February 15, 2015; 2,569 shares on May 15, 2015; 2,568 shares on each of August 15, 2015, November 15, 2015, and February 15, 2016; 6,889 shares on each of May 15, 2016 and August 15, 2016; 6,888 shares on each of November 15, 2016 and February 15, 2017; and 5,312 shares on each of May 15, 2017, August 15, 2017, November 15, 2017, and February 15, 2018.

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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.