

AMAZON COM INC  
Form 4  
November 19, 2013

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
VALENTINE H BRIAN

(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)  
11/15/2013

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)	
				(A) or (D)	Amount			
				Code	V	Amount	(D)	Price
Common Stock, par value \$0.01 per share	11/15/2013		M			5,000	A	\$ 0
Common Stock, par value \$0.01 per share	11/15/2013		S <sup>(1)</sup>			200	D	\$ 366.215 <sup>(2)</sup>
Common Stock, par value \$0.01 per share	11/15/2013		S <sup>(1)</sup>			1,000	D	\$ 367.832 <sup>(3)</sup>

Edgar Filing: AMAZON COM INC - Form 4

value \$.01 per share								
Common Stock, par value \$.01 per share	11/15/2013	S <sup>(1)</sup>	400	D	\$ 368.65 <u>(4)</u>	50,709	D	
Common Stock, par value \$.01 per share	11/15/2013	S <sup>(1)</sup>	900	D	\$ 369.9978 <u>(5)</u>	49,809	D	
Common Stock, par value \$.01 per share	11/15/2013	S <sup>(1)</sup>	700	D	\$ 370.8195 <u>(6)</u>	49,109	D	
Common Stock, par value \$.01 per share	11/15/2013	S <sup>(1)</sup>	300	D	\$ 372.0757 <u>(7)</u>	48,809	D	
Common Stock, par value \$.01 per share						13,000	I	In trust
Common Stock, par value \$.01 per share						215.78	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: AMAZON COM INC - 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 <sup>(8)</sup>	11/15/2013			M			5,000	05/15/2013 <sup>(9)</sup>	02/15/2016	Common Stock, par value \$0.01 per share	5,000

## Reporting Owners

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

## Signatures

/s/ H. Brian Valentine, Senior Vice President  
 Date: 11/19/2013

\*\*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 \$366.36 and the lowest price at which shares were sold was \$366.07.
  - (3) Represents the weighted average sale price. The highest price at which shares were sold was \$368.23 and the lowest price at which shares were sold was \$367.24.
  - (4) Represents the weighted average sale price. The highest price at which shares were sold was \$369.24 and the lowest price at which shares were sold was \$368.29.
  - (5) Represents the weighted average sale price. The highest price at which shares were sold was \$370.39 and the lowest price at which shares were sold was \$369.44.
  - (6) Represents the weighted average sale price. The highest price at which shares were sold was \$371.35 and the lowest price at which shares were sold was \$370.46.
  - (7) Represents the weighted average sale price. The highest price at which shares were sold was \$372.25 and the lowest price at which shares were sold was \$371.84.
  - (8) Converts into Common Stock on a one-for-one basis.
  - (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: 5,000 shares on each of May 15, 2013,

## Edgar Filing: AMAZON COM INC - Form 4

August 15, 2013, November 15, 2013 and February 15, 2014 and 2,500 shares on each of May 15, 2014, August 15, 2014, November 15, 2014, February 15, 2015, May 15, 2015, August 15, 2015, November 15, 2015 and February 15, 2016.

### **Remarks:**

#### 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.