

AMAZON COM INC

Form 4

March 03, 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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
RYDER THOMAS O

(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)
03/01/2017

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)

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 Ownership Indirect Beneficial Ownership (Instr. 4) |
|--|---|---|--------------------------------------|---|--|---|--|
| Common Stock, par value \$.01 per share | 03/01/2017 | | S ⁽¹⁾ | 200 | D \$ 850.005 (2) | 14,398 | D |
| Common Stock, par value \$.01 per share | 03/01/2017 | | S ⁽¹⁾ | 200 | D \$ 851.3321 (3) | 14,198 | D |
| Common Stock, par value \$.01 per share | 03/01/2017 | | S ⁽¹⁾ | 575 | D \$ 853.117 (4) | 13,623 | D |

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| | | | | | | | | |
|--|------------|------------------|-----|---|-----------------------|--------|---|----------|
| Common Stock, par value \$.01 per share | 03/01/2017 | S ⁽¹⁾ | 100 | D | \$ 853.88 | 13,523 | D | |
| Common Stock, par value \$.01 per share | 03/01/2017 | S ⁽¹⁾ | 600 | D | \$ 850.1438 (5) | 2,325 | I | In trust |
| Common Stock, par value \$.01 per share | 03/01/2017 | S ⁽¹⁾ | 600 | D | \$ 851.3053 (6) | 1,725 | I | In trust |
| Common Stock, par value \$.01 per share | 03/01/2017 | S ⁽¹⁾ | 700 | D | \$ 852.6177 (7) | 1,025 | I | In trust |
| Common Stock, par value \$.01 per share | 03/01/2017 | S ⁽¹⁾ | 725 | D | \$ 853.3988 (8) | 300 | I | In trust |
| Common Stock, par value \$.01 per share | 03/01/2017 | S ⁽¹⁾ | 300 | D | \$ 854.2733 (9) | 0 | I | In trust |

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 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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|--|
| | Director 10% Owner Officer Other |
| RYDER THOMAS O P.O. BOX 81226 SEATTLE, WA 98108-1226 | X |

Signatures

/s/ by Michael D. Deal as attorney-in-fact for Thomas O.
Ryder

03/03/2017

__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 \$850.05 and the lowest price at which shares were sold was \$849.96.
 - (3) Represents the weighted average sale price. The highest price at which shares were sold was \$851.50 and the lowest price at which shares were sold was \$851.14.
 - (4) Represents the weighted average sale price. The highest price at which shares were sold was \$853.61 and the lowest price at which shares were sold was \$852.77.
 - (5) Represents the weighted average sale price. The highest price at which shares were sold was \$850.50 and the lowest price at which shares were sold was \$849.68.
 - (6) Represents the weighted average sale price. The highest price at which shares were sold was \$851.77 and the lowest price at which shares were sold was \$851.00.
 - (7) Represents the weighted average sale price. The highest price at which shares were sold was \$852.94 and the lowest price at which shares were sold was \$852.02.
 - (8) Represents the weighted average sale price. The highest price at which shares were sold was \$853.68 and the lowest price at which shares were sold was \$853.00.
 - (9) Represents the weighted average sale price. The highest price at which shares were sold was \$854.53 and the lowest price at which shares were sold was \$854.03.

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.