

VALENTINE H BRIAN
Form 4
May 17, 2013

FORM 4

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

OMB APPROVAL

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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

2. Issuer Name and Ticker or Trading Symbol
AMAZON COM INC [AMZN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)

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

P.O. BOX 81226

05/15/2013

Senior Vice President

(Street)

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

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

SEATTLE, WA 98108-1226

(City) (State) (Zip)

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 Ownership (Instr. 4)
			Code	V Amount (D)	Price		
Common Stock, par value \$0.01 per share	05/15/2013		M	5,000 A	\$ 0	57,618	D
Common Stock, par value \$0.01 per share	05/15/2013		S ⁽¹⁾	1,486 D	\$ 267.3833	56,132	D
Common Stock, par value \$0.01 per share	05/15/2013		S ⁽¹⁾	1,714 D	\$ 268.195	54,418	D

value
\$.01 per
share

Common
Stock, par
value
\$.01 per
share

05/15/2013

S⁽¹⁾

300

D

\$ 268.92
(4)

54,118

D

Common
Stock, par
value
\$.01 per
share

13,000

I

In trust

Common
Stock, par
value
\$.01 per
share

212.949

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 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)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Restricted Stock Unit Award	\$ 0 ⁽⁵⁾	05/15/2013		M	5,000	05/15/2013 ⁽⁶⁾	02/15/2016	Common Stock, par value \$.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/ by Michael D. Deal as attorney-in-fact for H. Brian Valentine, Senior Vice President 05/17/2013

__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 \$267.68 and the lowest price at which shares were sold was \$266.78.
- (3) Represents the weighted average sale price. The highest price at which shares were sold was \$268.72 and the lowest price at which shares were sold was \$267.80.
- (4) Represents the weighted average sale price. The highest price at which shares were sold was \$269.02 and the lowest price at which shares were sold was \$268.80.
- (5) Converts into Common Stock on a one-for-one basis.
- (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: 5,000 shares on each of May 15, 2013, 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,

Exhibit 24

Power of Attorney

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.