

Zapolsky David
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 *
Zapolsky David

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)

PO BOX 81226

05/15/2013

Vice President

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

SEATTLE, WA 98108-1226

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock, par value \$0.01 per share	05/15/2013		M		1,141	A	\$ 0
					1,141	D	
Common Stock, par value \$0.01 per share	05/15/2013		M		483	A	\$ 0
					1,624	D	
Common Stock, par value \$0.01 per share	05/15/2013		M		604	A	\$ 0
					2,228	D	

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value
\$.01 per
share

Common
Stock, par
value
\$.01 per
share

05/15/2013

S⁽¹⁾

2,228

D

\$
267.07

0

D

Common
Stock, par
value
\$.01 per
share

64.667

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)	Amount or Number of Shares
Restricted Stock Unit Award	\$ 0 ⁽²⁾	05/15/2013		M	1,141	05/15/2012 ⁽³⁾ 02/15/2014	Common Stock, par value \$.01 per share	1,141
Restricted Stock Unit Award	\$ 0 ⁽²⁾	05/15/2013		M	483	05/15/2011 ⁽⁴⁾ 02/15/2014	Common Stock, par value \$.01 per share	483
Restricted Stock Unit	\$ 0 ⁽²⁾	05/15/2013		M	604	05/15/2013 ⁽⁵⁾ 02/15/2018	Common Stock, par	604

Award

value
\$.01 per
share

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Zapolsky David PO BOX 81226 SEATTLE, WA 98108-1226			Vice President	

Signatures

/s/ David Zapolsky, Vice President, General Counsel &
Secretary

05/15/2013

**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) Converts into Common Stock on a one-for-one basis

(3) This award vests at the rate of 1,517 shares on May 15, 2012, August 15, 2012 and November 15, 2012, 1,518 shares on February 15, 2013, 1,141 shares on each of May 15, 2013, August 15, 2013 and November 15, 2013 and 1,142 shares on February 15, 2014.

(4) This award vests at the rate of 37 shares May 15, 2011, August 15, 2011 and November 15, 2011, 35 shares on February 15, 2012, 603 shares on each of May 15, 2012, August 15, 2012, November 15, 2012 and February 15, 2013 and 483 shares on each of May 15, 2013, August 15, 2013, November 15, 2013 and February 15, 2014.

(5) This award vests 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: 604 shares on each of May 15, 2013, August 15, 2013 and November 15, 2013, 603 shares on February 15, 2014, 866 shares on each of May 15, 2014, August 15, 2014, November 15, 2014 and February 15, 2015, 573 shares on each of May 15, 2015, August 15, 2015, November 15, 2015 and February 15, 2016, 451 shares on each of May 15, 2016, August 15, 2016 and November 15, 2016, 450 shares on February 15, 2017, 1,002 shares on each of May 15, 2017, August 15, 2017 and November 15, 2017 and 1,001 shares on February 15, 2018.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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