

WILKE JEFFREY A  
Form 4  
May 17, 2018

**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 \*  
WILKE JEFFREY A

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

05/15/2018

CEO Worldwide Consumer

(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 Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|   |                                      |  | Code                           | V   | Amount  | (D)  | Price                             |
| Common Stock, par value \$.01 per share | 05/15/2018                           |  | M                              |   | 3,512   | A  | \$ 0 13,512                       |
| Common Stock, par value \$.01 per share | 05/15/2018                           |  | M                              |   | 596   | A  | \$ 0 14,108                       |
| Common Stock, par value \$.01 per share | 05/15/2018                           |  | G                              | V   | 3,512   | D  | \$ 0 10,596                       |

Edgar Filing: WILKE JEFFREY A - Form 4

|   |            |   |   |       |   |      |         |   |   |
|---|------------|---|---|-------|---|------|---------|---|---|
| Common Stock, par value \$.01 per share | 05/15/2018 | G | V | 596   | D | \$ 0 | 10,000  | D |   |
| Common Stock, par value \$.01 per share | 05/15/2018 | G | V | 3,512 | A | \$ 0 | 57,086  | I | In trust  |
| Common Stock, par value \$.01 per share | 05/15/2018 | G | V | 596   | A | \$ 0 | 57,682  | I | In trust  |
| Common Stock, par value \$.01 per share |            |   |   |       |   |      | 532.821 | 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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Restricted Stock Unit Award                | \$ 0 <sup>(1)</sup>                                    | 05/15/2018                           |  | M                              | 3,512   | 05/15/2018 <sup>(2)</sup> 02/15/2020                     | Common Stock, par value \$.01 per share                       | 3,512                      |
| Restricted Stock Unit Award                | \$ 0 <sup>(1)</sup>                                    | 05/15/2018                           |  | M                              | 596   | 05/15/2018 <sup>(3)</sup> 02/15/2022                     | Common Stock, par value                                       | 596                        |

\$.01 per share

## Reporting Owners

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

## Signatures

/s/ by Mark F. Hoffman as attorney-in-fact for JEFFREY A. WILKE, CEO Worldwide Consumer

05/17/2018

\_\_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) 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: 3,512 shares on each of May 15, 2018, August 15, 2018, and November 15, 2018; 3,513 shares on February 15, 2019; 2,708 shares on each of May 15, 2019 and August 15, 2019; and 2,709 shares on each of November 15, 2019 and February 15, 2020.

(2)

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: 596 shares on each of May 15, 2018, August 15, 2018, and November 15, 2018; 597 shares on February 15, 2019; 864 shares on each of May 15, 2019, August 15, 2019, November 15, 2019, and February 15, 2020; 2,791 shares on each of May 15, 2020, August 15, 2020, and November 15, 2020; 2,792 shares on February 15, 2021; 2,153 shares on each of May 15, 2021, August 15, 2021, and November 15, 2021; and 2,154 shares on February 15, 2022.

(3)

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.