

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**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
<u>Reynolds Shelley</u>			<u>AMAZON COM INC [ AMZN ]</u>			Director 10% Owner		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)			X Officer (give title below) Other (specify below)		
P.O. BOX 81226			05/15/2019			Vice President		
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line)		
SEATTLE WA 98108-1226						X Form filed by One Reporting Person		
(City)	(State)	(Zip)				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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$.01 per share	05/15/2019		M		318	A	\$0	6,307	D	
Common Stock, par value \$.01 per share	05/15/2019		M		61	A	\$0	6,368	D	
Common Stock, par value \$.01 per share	05/15/2019		S <sup>(1)</sup>		100	D	\$1,827.94	6,268	D	
Common Stock, par value \$.01 per share	05/15/2019		S <sup>(1)</sup>		100	D	\$1,829.5	6,168	D	
Common Stock, par value \$.01 per share	05/15/2019		S <sup>(1)</sup>		179	D	\$1,849.0426 <sup>(2)</sup>	5,989	D	
Common Stock, par value \$.01 per share								132,784	I	Held by the reporting person's Amazon.com 401(k) plan account

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Unit Award	\$0.0 <sup>(3)</sup>	05/15/2019		M		318		05/15/2015 <sup>(4)</sup>	02/15/2020	Common Stock, par value \$.01 per share	318	\$0	954	D	
Restricted Stock Unit Award	\$0.0 <sup>(3)</sup>	05/15/2019		M		61		05/15/2018 <sup>(5)</sup>	02/15/2022	Common Stock, par value \$.01 per share	61	\$0	2,242	D	

**Explanation of Responses:**

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 \$1,849.06 and the lowest price at which shares were sold was \$1,849.01.
3. Converts into Common Stock on a one-for-one basis.
4. 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: 15 shares on May 15, 2015; 16 shares on each of August 15, 2015, November 15, 2015, and February 15, 2016; 95 shares on each of May 15, 2016 and August 15, 2016; 96 shares on each of November 15, 2016 and February 15, 2017; 544 shares on each of May 15, 2017, August 15, 2017, November 15, 2017, and February 15, 2018; 419 shares on each of May 15, 2018 and August 15, 2018; 420 shares on each of November 15, 2018 and February 15, 2019; and 318 shares on each of May 15, 2019, August 15, 2019, November 15, 2019, and February 15, 2020.
5. 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: 16 shares on each of May 15, 2018 and August 15, 2018; 17 shares on each of November 15, 2018 and February 15, 2019; 61 shares on each of May 15, 2019, August 15, 2019, and November 15, 2019; 62 shares on February 15, 2020; 292 shares on each of May 15, 2020 and August 15, 2020; 293 shares on each of November 15, 2020 and February 15, 2021; and 222 shares on each of May 15, 2021, August 15, 2021, November 15, 2021, and February 15, 2022.

**Remarks:**

The reporting person undertakes to provide, upon request by the staff of the SEC, the issuer, or a security holder of the issuer, full information regarding the number of shares transacted at each price, with respect to all transactions reported on this Form 4.

/s/ by Mark F. Hoffman as  
attorney-in-fact for Shelley      05/17/2019  
Reynolds, Vice President

\*\* Signature of Reporting Person      Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* 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).

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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