

| OMB APPROVAL                                 |           |
|--|-----------|
| OMB Number:                                  | 3235-0287 |
| 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**

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*<br><u>Zapolsky David</u><br><br>(Last) (First) (Middle)<br>P.O. BOX 81226<br><br>(Street)<br>SEATTLE WA 98108-1226<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>AMAZON COM INC [ AMZN ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>Senior Vice President</u> |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>05/15/2019</u>         |  |
| 4. If Amendment, Date of Original Filed (Month/Day/Year)  |   |  |

**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                              |   | 1,051   | A          | \$0                         | 3,902   | D  |   |
| Common Stock, par value \$.01 per share | 05/15/2019                           |  | M                              |   | 713   | A          | \$0                         | 4,615   | D  |   |
| Common Stock, par value \$.01 per share | 05/15/2019                           |  | S <sup>(1)</sup>               |   | 200   | D          | \$1,828.105 <sup>(2)</sup>  | 4,415   | D  |   |
| Common Stock, par value \$.01 per share | 05/15/2019                           |  | S <sup>(1)</sup>               |   | 300   | D          | \$1,829.38 <sup>(3)</sup>   | 4,115   | D  |   |
| Common Stock, par value \$.01 per share | 05/15/2019                           |  | S <sup>(1)</sup>               |   | 100   | D          | \$1,832.56                  | 4,015   | D  |   |
| Common Stock, par value \$.01 per share | 05/15/2019                           |  | S <sup>(1)</sup>               |   | 100   | D          | \$1,838.13                  | 3,915   | D  |   |
| Common Stock, par value \$.01 per share | 05/15/2019                           |  | S <sup>(1)</sup>               |   | 180   | D          | \$1,849.6206 <sup>(4)</sup> | 3,735   | D  |   |
| Common Stock, par value \$.01 per share | 05/15/2019                           |  | G <sup>(5)</sup>               |   | 274   | D          | \$0                         | 3,461   | D  |   |

**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 |   |  |  |   |  |
| Restricted Stock Unit Award                | \$0.0 <sup>(6)</sup>                                   | 05/15/2019                           |  | M                              |   |  | 1,051 | 05/15/2015 <sup>(7)</sup>                                | 02/15/2020      | Common Stock, par value \$.01 per share   | \$0  | 3,153  | D   |  |

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| 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>(6)</sup>                                   | 05/15/2019                           |  | M                              |   |  | 713 | 05/15/2017 <sup>(8)</sup>                                | 02/15/2022      | Common Stock, par value \$0.01 per share  | 713  | \$0  | 11,888  | D  |       |

**Explanation of Responses:**

- This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
- Represents the weighted average sale price. The highest price at which shares were sold was \$1,828.16 and the lowest price at which shares were sold was \$1,828.05.
- Represents the weighted average sale price. The highest price at which shares were sold was \$1,829.54 and the lowest price at which shares were sold was \$1,829.14.
- Represents the weighted average sale price. The highest price at which shares were sold was \$1,849.68 and the lowest price at which shares were sold was \$1,849.54.
- Contribution to non-profit organization.
- 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: 637 shares on each of May 15, 2015, August 15, 2015, November 15, 2015, and February 15, 2016; 710 shares on each of May 15, 2016 and August 15, 2016; 711 shares on each of November 15, 2016 and February 15, 2017; 753 shares on May 15, 2017; 754 shares on each of August 15, 2017, November 15, 2017, and February 15, 2018; 1,367 shares on each of May 15, 2018 and August 15, 2018; 1,368 shares on each of November 15, 2018 and February 15, 2019; and 1,051 shares on each of May 15, 2019, August 15, 2019, November 15, 2019, and February 15, 2020.
- 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: 578 shares on each of May 15, 2017, August 15, 2017, November 15, 2017, and February 15, 2018; 661 shares on each of May 15, 2018 and August 15, 2018; 662 shares on each of November 15, 2018 and February 15, 2019; 713 shares on each of May 15, 2019 and August 15, 2019; 714 shares on each of November 15, 2019 and February 15, 2020; 1,376 shares on May 15, 2020; 1,377 shares on each of August 15, 2020, November 15, 2020, and February 15, 2021; and 1,060 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 David  
Zapolsky, Senior Vice      05/17/2019  
President, General Counsel &  
Secretary  
 \*\* 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.

**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 Number.**