

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

| OMB APPROVAL                                 |           |
|--|-----------|
| OMB Number:                                  | 3235-0287 |
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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*<br><u>Blackburn Jeffrey M</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>08/29/2019</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 | 08/29/2019                           |  | S <sup>(1)</sup>               |   | 100   | D          | \$1,778.15                   | 56,011  | D  |   |
| Common Stock, par value \$.01 per share | 08/29/2019                           |  | S <sup>(1)</sup>               |   | 211   | D          | \$1,779.79 <sup>(2)</sup>    | 55,800  | D  |   |
| Common Stock, par value \$.01 per share | 08/29/2019                           |  | S <sup>(1)</sup>               |   | 100   | D          | \$1,781.05                   | 55,700  | D  |   |
| Common Stock, par value \$.01 per share | 08/29/2019                           |  | S <sup>(1)</sup>               |   | 700   | D          | \$1,782.7514 <sup>(3)</sup>  | 55,000  | D  |   |
| Common Stock, par value \$.01 per share | 08/29/2019                           |  | S <sup>(1)</sup>               |   | 300   | D          | \$1,784.9767 <sup>(4)</sup>  | 54,700  | D  |   |
| Common Stock, par value \$.01 per share | 08/29/2019                           |  | S <sup>(1)</sup>               |   | 300   | D          | \$1,787.2867 <sup>(5)</sup>  | 54,400  | D  |   |
| Common Stock, par value \$.01 per share | 08/29/2019                           |  | S <sup>(1)</sup>               |   | 400   | D          | \$1,789.0725 <sup>(6)</sup>  | 54,000  | D  |   |
| Common Stock, par value \$.01 per share | 08/29/2019                           |  | S <sup>(1)</sup>               |   | 475   | D          | \$1,790.7768 <sup>(7)</sup>  | 53,525  | D  |   |
| Common Stock, par value \$.01 per share | 08/29/2019                           |  | S <sup>(1)</sup>               |   | 955   | D          | \$1,792.3392 <sup>(8)</sup>  | 52,570  | D  |   |
| Common Stock, par value \$.01 per share | 08/29/2019                           |  | S <sup>(1)</sup>               |   | 700   | D          | \$1,793.6871 <sup>(9)</sup>  | 51,870  | D  |   |
| Common Stock, par value \$.01 per share | 08/29/2019                           |  | S <sup>(1)</sup>               |   | 1,100   | D          | \$1,794.6909 <sup>(10)</sup> | 50,770  | D  |   |
| Common Stock, par value \$.01 per share | 08/29/2019                           |  | S <sup>(1)</sup>               |   | 700   | D          | \$1,795.7851 <sup>(11)</sup> | 50,070  | D  |   |
| Common Stock, par value \$.01 per share | 08/29/2019                           |  | S <sup>(1)</sup>               |   | 900   | D          | \$1,796.7156 <sup>(12)</sup> | 49,170  | D  |   |
| Common Stock, par value \$.01 per share | 08/29/2019                           |  | S <sup>(1)</sup>               |   | 203   | D          | \$1,797.6002 <sup>(13)</sup> | 48,967  | D  |   |
| Common Stock, par value \$.01 per share |                                      |  |                                |   |   |            |                              | 18,015  | I  | In trust  |

**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 |                                      |  |                                |   |   |            |       | 477.403   | 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 |   |  |  |   |  |

**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 \$1,779.82 and the lowest price at which shares were sold was \$1,779.76.
- Represents the weighted average sale price. The highest price at which shares were sold was \$1,783.25 and the lowest price at which shares were sold was \$1,782.42.
- Represents the weighted average sale price. The highest price at which shares were sold was \$1,785.35 and the lowest price at which shares were sold was \$1,784.54.
- Represents the weighted average sale price. The highest price at which shares were sold was \$1,787.67 and the lowest price at which shares were sold was \$1,786.73.
- Represents the weighted average sale price. The highest price at which shares were sold was \$1,789.44 and the lowest price at which shares were sold was \$1,788.45.
- Represents the weighted average sale price. The highest price at which shares were sold was \$1,791.15 and the lowest price at which shares were sold was \$1,790.16.
- Represents the weighted average sale price. The highest price at which shares were sold was \$1,792.87 and the lowest price at which shares were sold was \$1,791.96.
- Represents the weighted average sale price. The highest price at which shares were sold was \$1,794.00 and the lowest price at which shares were sold was \$1,793.15.
- Represents the weighted average sale price. The highest price at which shares were sold was \$1,795.27 and the lowest price at which shares were sold was \$1,794.32.
- Represents the weighted average sale price. The highest price at which shares were sold was \$1,796.33 and the lowest price at which shares were sold was \$1,795.34.
- Represents the weighted average sale price. The highest price at which shares were sold was \$1,797.31 and the lowest price at which shares were sold was \$1,796.34.
- Represents the weighted average sale price. The highest price at which shares were sold was \$1,797.95 and the lowest price at which shares were sold was \$1,797.49.

**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 Jeffrey M. Blackburn, Senior Vice  
President      09/03/2019

\*\* 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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