

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* <u>Reynolds Shelley</u>			2. Issuer Name and Ticker or Trading Symbol <u>AMAZON COM INC [ AMZN ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Vice President</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>08/15/2019</u>					
<u>P.O. BOX 81226</u>								
(Street) <u>SEATTLE WA 98108-1226</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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	(A) or (D)	Price			
Common Stock, par value \$.01 per share	08/15/2019		M		318	A	\$0	6,307	D	
Common Stock, par value \$.01 per share	08/15/2019		M		61	A	\$0	6,368	D	
Common Stock, par value \$.01 per share	08/15/2019		S <sup>(1)</sup>		30	D	\$1,768.9567 <sup>(2)</sup>	6,338	D	
Common Stock, par value \$.01 per share	08/15/2019		S <sup>(1)</sup>		50	D	\$1,770.58 <sup>(3)</sup>	6,288	D	
Common Stock, par value \$.01 per share	08/15/2019		S <sup>(1)</sup>		30	D	\$1,771.4767 <sup>(4)</sup>	6,258	D	
Common Stock, par value \$.01 per share	08/15/2019		S <sup>(1)</sup>		20	D	\$1,772.23 <sup>(5)</sup>	6,238	D	
Common Stock, par value \$.01 per share	08/15/2019		S <sup>(1)</sup>		40	D	\$1,773.5925 <sup>(6)</sup>	6,198	D	
Common Stock, par value \$.01 per share	08/15/2019		S <sup>(1)</sup>		20	D	\$1,774.72 <sup>(7)</sup>	6,178	D	
Common Stock, par value \$.01 per share	08/15/2019		S <sup>(1)</sup>		40	D	\$1,776.26 <sup>(8)</sup>	6,138	D	
Common Stock, par value \$.01 per share	08/15/2019		S <sup>(1)</sup>		40	D	\$1,777.5275 <sup>(9)</sup>	6,098	D	
Common Stock, par value \$.01 per share	08/15/2019		S <sup>(1)</sup>		49	D	\$1,778.6186 <sup>(10)</sup>	6,049	D	
Common Stock, par value \$.01 per share	08/15/2019		S <sup>(1)</sup>		20	D	\$1,780.875 <sup>(11)</sup>	6,029	D	
Common Stock, par value \$.01 per share	08/15/2019		S <sup>(1)</sup>		10	D	\$1,782	6,019	D	
Common Stock, par value \$.01 per share	08/15/2019		S <sup>(1)</sup>		20	D	\$1,783.52 <sup>(12)</sup>	5,999	D	
Common Stock, par value \$.01 per share	08/15/2019		S <sup>(1)</sup>		10	D	\$1,785.25	5,989	D	

**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								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 <sup>(13)</sup>	08/15/2019		M			318	05/15/2015 <sup>(14)</sup>	02/15/2020	Common Stock, par value \$.01 per share	318	\$0	636	D	
Restricted Stock Unit Award	\$0 <sup>(13)</sup>	08/15/2019		M			61	05/15/2018 <sup>(15)</sup>	02/15/2022	Common Stock, par value \$.01 per share	61	\$0	2,181	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 \$1,769.12 and the lowest price at which shares were sold was \$1,768.85.
- Represents the weighted average sale price. The highest price at which shares were sold was \$1,770.90 and the lowest price at which shares were sold was \$1,769.97.
- Represents the weighted average sale price. The highest price at which shares were sold was \$1,771.88 and the lowest price at which shares were sold was \$1,771.00.
- Represents the weighted average sale price. The highest price at which shares were sold was \$1,772.45 and the lowest price at which shares were sold was \$1,772.01.
- Represents the weighted average sale price. The highest price at which shares were sold was \$1,773.96 and the lowest price at which shares were sold was \$1,773.17.
- Represents the weighted average sale price. The highest price at which shares were sold was \$1,774.87 and the lowest price at which shares were sold was \$1,774.57.
- Represents the weighted average sale price. The highest price at which shares were sold was \$1,776.67 and the lowest price at which shares were sold was \$1,775.86.
- Represents the weighted average sale price. The highest price at which shares were sold was \$1,777.99 and the lowest price at which shares were sold was \$1,777.07.
- Represents the weighted average sale price. The highest price at which shares were sold was \$1,779.01 and the lowest price at which shares were sold was \$1,778.07.
- Represents the weighted average sale price. The highest price at which shares were sold was \$1,781.00 and the lowest price at which shares were sold was \$1,780.75.
- Represents the weighted average sale price. The highest price at which shares were sold was \$1,784.00 and the lowest price at which shares were sold was \$1,783.04.
- 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: 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.
- 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 Reynolds](#), Vice President      08/19/2019

\*\* 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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