

FORM 4

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**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

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 * BEZOS JEFFREY P (Last) (First) (Middle) P.O. BOX 81226 (Street) SEATTLE, WA 98108-1226 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol AMAZON COM INC [AMZN]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Executive Chair
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">2/9/2024</p>		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	2/9/2024		S		1,408,408	D	\$170.9947 (2)	974,845,711	D	
Common Stock, par value \$.01 per share	2/9/2024		S		170,239	D	\$172.0399 (2)	974,675,472	D	
Common Stock, par value \$.01 per share	2/9/2024		S		1,174,766	D	\$173.1427 (4)	973,500,706	D	
Common Stock, par value \$.01 per share	2/9/2024		S		2,196,995	D	\$174.3321 (5)	971,303,711	D	
Common Stock, par value \$.01 per share	2/9/2024		S		1,048,441	D	\$174.7893 (6)	970,255,270	D	
Common Stock, par value \$.01 per share	2/12/2024		S		1,852,953	D	\$172.272 (2)	968,402,317	D	
Common Stock, par value \$.01 per share	2/12/2024		S		1,719,746	D	\$173.1034 (8)	966,682,571	D	
Common Stock, par value \$.01 per share	2/12/2024		S		2,033,454	D	\$174.0375 (2)	964,649,117	D	
Common Stock, par value \$.01 per share	2/12/2024		S		392,696	D	\$174.7504 (10)	964,256,421	D	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		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 of Derivative Security: 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:

- (1) This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on 11/08/2023.
- (2) Represents the weighted average sale price. The highest price at which shares were sold was \$171.60 and the lowest price at which shares were sold was \$170.61.
- (3) Represents the weighted average sale price. The highest price at which shares were sold was \$172.60 and the lowest price at which shares were sold was \$171.61.
- (4) Represents the weighted average sale price. The highest price at which shares were sold was \$173.60 and the lowest price at which shares were sold was \$172.61.
- (5) Represents the weighted average price. The highest price at which shares were sold was \$174.60 and the lowest price at which shares were sold was \$173.61.

- (6) Represents the weighted average sale price. The highest price at which shares were sold was \$174.98 and the lowest price at which shares were sold was \$174.61.
- (7) Represents the weighted average sale price. The highest price at which shares were sold was \$172.56 and the lowest price at which shares were sold was \$171.57.
- (8) Represents the weighted average sale price. The highest price at which shares were sold was \$173.56 and the lowest price at which shares were sold was \$172.57.
- (9) Represents the weighted average sale price. The highest price at which shares were sold was \$174.56 and the lowest price at which shares were sold was \$173.57.
- (10) Represents the weighted average sale price. The highest price at which shares were sold was \$175.34 and the lowest price at which shares were sold was \$174.57.

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.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BEZOS JEFFREY P P.O. BOX 81226 SEATTLE, WA 98108-1226	X	X	Executive Chair	

Signatures

/s/ PAUL DAUBER, attorney-in-fact for Jeffrey P. Bezos, Executive Chair

2/13/2024

**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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