

AMAZON COM INC
Form 4
August 19, 2008

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
WILKE JEFFREY A

(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]

3. Date of Earliest Transaction
(Month/Day/Year)
08/15/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Senior Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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 Ownership (Instr. 4) | | |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|--------|---|
| | | | Code | V | Amount | (D) | Price | | |
| Common Stock, par value \$0.01 per share | 08/15/2008 | | M | | 4,331 | A | \$ 0 | 45,298 | D |
| Common Stock, par value \$0.01 per share | 08/15/2008 | | M | | 5,020 | A | \$ 0 | 50,318 | D |
| Common Stock, par | 08/15/2008 | | M | | 8,335 | A | \$ 0 | 58,653 | D |

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value
\$.01 per
share

Common
Stock, par
value 08/15/2008
\$.01 per
share

S⁽¹⁾ 2,700 D \$ 88.7493 55,953 D
(²)

Common
Stock, par
value 08/15/2008
\$.01 per
share

S⁽¹⁾ 5,921 D \$ 87.2873 50,032 D
(³)

Common
Stock, par
value 08/15/2008
\$.01 per
share

S⁽¹⁾ 3,500 D \$ 86.776 46,532 D
(⁴)

Common
Stock, par
value
\$.01 per
share

383.203 I Held by the reporting person's Amazon.com 401(k) plan account

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

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(9-02)

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 Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Restricted Stock Unit | \$ 0 ⁽⁵⁾ | 08/15/2008 | | M | 4,331 | 05/15/2008 ⁽⁶⁾ 02/15/2009 | Common Stock, par | 4,331 |

| | | | | | | | value | |
|-----------------------------|---------------------|------------|---|-------|---------------------------|------------|---|-------|
| Award | | | | | | | \$.01 per share | |
| Restricted Stock Unit Award | \$ 0 ⁽⁵⁾ | 08/15/2008 | M | 5,020 | 05/15/2008 ⁽⁷⁾ | 02/15/2010 | Common Stock, par value \$.01 per share | 5,020 |
| Restricted Stock Unit Award | \$ 0 ⁽⁵⁾ | 08/15/2008 | M | 8,335 | 05/15/2008 ⁽⁸⁾ | 02/15/2011 | Common Stock, par value \$.01 per share | 8,335 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| WILKE JEFFREY A P.O. BOX 81226 SEATTLE, WA 98108-1226 | | | Senior Vice President | |

Signatures

/s/ Jeffrey A. Wilke, Senior Vice
President

08/19/2008

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) 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 \$89.15 and the lowest price at which shares were sold was \$88.16. 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.

(3) Represents the weighted average sale price. The highest price at which shares were sold was \$87.95 and the lowest price at which shares were sold was \$86.95. 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.

(4) Represents the weighted average sale price. The highest price at which shares were sold was \$86.93 and the lowest price at which shares were sold was \$86.53. 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.

(5) Converts into Common Stock on a one-for-one basis.

(6) 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: 25.00% on May 15, 2008 and an additional 25.00% upon completion of each 3-month period of employment thereafter.

(7) 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: 18.75% on May 15, 2008 and an additional 18.75% upon completion of each 3-month period of employment thereafter through February 15, 2009; 6.25% on May 15, 2009 and an additional

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6.25% upon completion of each 3-month period thereafter through February 15, 2010.

- 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: 3.88% on May 15, 2008 and an additional 3.88%
- (8) upon completion of each 3-month period of employment thereafter through February 15, 2009; 7.04% on May 15, 2009 and an additional 7.04% upon completion of each 3-month period thereafter through February 15, 2010; 14.08% on May 15, 2010 and an additional 14.08% upon completion of each 3-month period thereafter through February 15, 2011.

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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