## Edgar Filing: WILSON L MICHELLE - Form 4

| Form 4   | L MICHELLE                     |       |  |                         |                     |           |  |   |  |         |  |
|--|--------------------------------|-------|--|-------------------------|---------------------|-----------|--|---|--|---------|--|
| May 18, 20   | ЛЛ                             |       |  |                         |                     |           |  |   | OMB A  | PPROVAL |  |
| UNITED STATES SECONTIES AND EXCHANGE COMMISSION  |                                |       |  |                         |                     |           | OMMISSION  | OMB<br>Number:  | 3235-0287  |         |  |
| Section 16.<br>Form 4 or<br>Form 5<br>colligations<br>Filed pursuant to Section  |                                |       | Washington, D.C. 20549<br>CHANGES IN BENEFICIAL OWNERSHIP OF<br>SECURITIES<br>ection 16(a) of the Securities Exchange Act of 1934, |                         |                     |           |  |   | Expires:January 31Expires:2009Estimated averageburden hours perresponse0.5 |         |  |
| may co<br>See Inst<br>1(b).<br>(Print or Type  | ntinue. Section 17<br>Iruction |       |  | •                       | •                   | -         | ny Act of 1<br>Act of 1940   | 935 or Section  |  |         |  |
|  |                                |       |  |                         |                     |           |  |   |  |         |  |
| WILSON L MICHELLE Sy   |                                |       | 2. issuer raine und riener or ridding  |                         |                     |           |  | Relationship of Reporting Person(s) to ssuer  |  |         |  |
| (Last)   | (First)                        |       | 3. Date of Earliest Transaction (Check   |                         |                     |           |  | k all applicable)   |  |         |  |
|  |                                |       |  |                         |                     |           |  | Director 10% Owner<br>X_ Officer (give title Other (specify<br>below) below)<br>Senior Vice President |  |         |  |
|  | (Street)                       | F     |  | nendment,<br>onth/Day/Y | Date Origin<br>ear) | nal       | A  | 5. Individual or Join<br>Applicable Line)<br>X_ Form filed by Or<br>Form filed by Mo                  | ne Reporting Pe  | erson   |  |
|  | , WA 98108-1220                |       |  |                         |                     |           | Ī  | Person  |  | 1 0     |  |
| (City)   | (State)                        | (Zip) | Ta   |                         |                     |           | _  | ired, Disposed of,  |  |         |  |
| 1.Title of<br>Security2. Transaction Date<br>(Month/Day/Year)2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) |                                |       | Code (Instr. 3, 4 and 5)   |                         |                     |           | r 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s) | 6.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4)                            | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4)          |         |  |
|  |                                |       |  | Code V                  | Amount              | or<br>(D) | Price  | (Instr. 3 and 4)  | (1130.4)   |         |  |
| Common<br>Stock, par<br>value<br>\$.01 per<br>share  | 05/15/2010                     |       |  | М                       | 11,003              | A         | \$ 0   | 31,004  | D  |         |  |
| Common<br>Stock, par<br>value<br>\$.01 per<br>share  | 05/17/2010                     |       |  | S <u>(1)</u>            | 2,000               | D         | \$ 128.824<br>(2)  | <sup>4</sup> 29,004   | D  |         |  |
| Common<br>Stock, par   | 05/17/2010                     |       |  | S <u>(1)</u>            | 3,635               | D         | \$<br>127.9935   | 25,369  | D  |         |  |

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| ,   |   | J. J | Ũ   |                                 | (3)  |   |                    |  |                              |
|---|---|--|---|---------------------------------|--|---|--------------------|--|------------------------------|
| value<br>\$.01 per<br>share                         |   |  |   |                                 | (3)  |   |                    |  |                              |
| Common<br>Stock, par<br>value<br>\$.01 per<br>share | 05/17/2010  | )  | S <u>(1)</u> 41                                 | 18 D                            | \$<br>127.3454<br>(4)  | 24,951  | D                  |  |                              |
| Common<br>Stock, par<br>value<br>\$.01 per<br>share | 05/18/2010  | )  | S <u>(1)</u> 1,                                 | .650 D                          | \$ 130   | 23,301  | D                  |  |                              |
| Common<br>Stock, par<br>value<br>\$.01 per<br>share |   |  |   |                                 |  | 455.836   | I pe<br>I An<br>40 | eld by the<br>porting<br>rson's<br>mazon.com.<br>v1(k) plan<br>count |                              |
| Reminder: Re  | eport on a sepa   | rate line for each class                 | s of securities benefic                         | Persons<br>informat<br>required | who respond<br>tion contained<br>to respond u<br>a currently v   | rectly.<br>I to the collectio<br>I in this form are<br>nless the form<br>alid OMB contro                            | e not (9           | 1474<br>9-02)  |                              |
|   |   |  | tive Securities Acqu<br>1ts, calls, warrants, c |                                 |  |   |                    |  |                              |
| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year)  | Execution Date, if                              | Code                            | 5. Number of<br>orDerivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year)7. Title and An<br>Underlying Sec<br>(Instr. 3 and 4) |                    | Securiti   |                              |
|   |   |  |   | Code V                          | (A) (D)  | Date Exercisable  | Expiration<br>Date | Title  | Amou<br>or<br>Numb<br>of Sha |
| Restricted<br>Stock Unit<br>Award                   | \$ 0 <u>(5)</u>   | 05/15/2010                               |   | М                               | 11,003   | 05/15/2008 <u>(6)</u>   | 02/15/2011         | Common<br>Stock, par<br>value<br>\$.01 per<br>share                  | 11,0                         |

## **Reporting Owners**

| Reporting Owner Name / Address                                |               | I          |                       |       |
|---|---------------|------------|-----------------------|-------|
|   | Director      | 10% Owner  | Officer               | Other |
| WILSON L MICHELLE<br>P.O. BOX 81226<br>SEATTLE, WA 98108-1226 |               |            | Senior Vice President |       |
| Signatures  |               |            |                       |       |
| /s/ L. Michelle Wilson, Senior<br>Secretary                   | 05/18/2010    |            |                       |       |
| <u>**</u> Signati   | ure of Report | ing Person |                       | Date  |

\*\*Signature of Reporting Person

## **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 \$129.58 and the lowest price at which shares (2) were sold was \$128.56. 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.
- Represents the weighted average sale price. The highest price at which shares were sold was \$128.53 and the lowest price at which shares (3) were sold was \$127.54. 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.
- Represents the weighted average sale price. The highest price at which shares were sold was \$127.53 and the lowest price at which shares (4) were sold was \$126.91. 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.

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: 6.75% on May 15, 2008 and an additional 6.75%

(6) upon completion of each 3-month period of employment thereafter through February 15, 2009; 9.33% on May 15, 2009 and an additional 9.33% upon completion of each 3-month period thereafter through February 15, 2010; 8.92% on May 15, 2010 and an additional 8.92% 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.