VALENTINE H BRIAN

Form 4

February 16, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

3235-0287

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if no longer subject to Section 16. Form 4 or Form 5

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obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

	Address of Report NE H BRIAN	ing Person *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer
			AMAZON COM INC [AMZN]	(Check all applicable)
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	
P O ROX 81226			(Month/Day/Year)	Director 10% Owner
P.O. BOX 81226			02/15/2011	X Officer (give title Other (specify below)
				Senior Vice President
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check
			Filed(Month/Day/Year)	Applicable Line)
SEATTLE	, WA 98108-12	226		_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person
(City)	(State)	(Zip)	Table I - Non-Derivative Securities	es Acquired, Disposed of, or Beneficially Owned
1.Title of	2. Transaction Da	ite 2A. Deeme	d 3. 4. Securities Acquire	ed (A) 5. Amount of 6. 7. Nature

	(City)	(State)	(Zip) Tal	ble I - Non	-Derivativ	ve Sec	urities Acqui	red, Disposed of	, or Beneficia	lly Owned
S	Title of ecurity nstr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price			5. Amount of Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect Reported (I) Transaction(s) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
S v \$	common tock, par alue .01 per nare	02/15/2011		S <u>(1)</u>	7,952		\$ 189.556 (2)	23,048	D	
S v \$	common tock, par alue .01 per nare	02/15/2011		S <u>(1)</u>	5,048	D	\$ 188.9715 (3)	18,000	D	
	common tock, par							179.757	I	Held by the reporting

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value person's \$.01 per Amazon.com. share 401(k) plan account

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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)	4. Transact Code (Instr. 8)	5. conNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration D (Month/Day/ e	Date Exercisable and piration Date onth/Day/Year)		te and ant of rlying ities 3 and 4)	Derivative De Security Sec (Instr. 5) Be Ov Fo Re Tra	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

VALENTINE H BRIAN P.O. BOX 81226

SEATTLE, WA 98108-1226

Senior Vice President

Signatures

/s/ H. Brian Valentine, Senior Vice 02/16/2011 President

> **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 \$190.21 and the lowest price at which **(2)** shares were sold was \$189.22.

Reporting Owners 2

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(3) Represents the weighted average sale price. The highest price at which shares were sold was \$189.21 and the lowest price at which shares were sold was \$188.29.

Remarks:

REMARKS:

The reporting person undertakes to provide, upon request by the staff of the SEC, the issuer, or a security holder of the issuer, 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.