

SZKUTAK THOMAS J  
Form 4  
August 01, 2011

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
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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 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 \*  
SZKUTAK THOMAS J

2. Issuer Name and Ticker or Trading Symbol  
AMAZON COM INC [AMZN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
08/01/2011

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)

P.O. BOX 81226

Senior Vice President and CFO

(Street)

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

6. Individual or Joint/Group Filing (Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

SEATTLE, WA 98108-1226

(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)	
				(A) or (D)	Price			
Common Stock, par value \$0.01 per share	08/01/2011		S <sup>(1)</sup>	2,600	D	\$ 226.4954	49,400	D
						(2)		
Common Stock, par value \$0.01 per share	08/01/2011		S <sup>(1)</sup>	2,500	D	\$ 225.646	46,900	D
						(3)		
Common Stock, par value \$0.01 per share	08/01/2011		S <sup>(1)</sup>	600	D	\$ 224.71	46,300	D
						(4)		

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value  
\$.01 per  
share

Common  
Stock, par  
value 08/01/2011  
\$.01 per  
share

S<sup>(1)</sup> 4,093 D \$ 223.2031 42,207 D  
(5)

Common  
Stock, par  
value 08/01/2011  
\$.01 per  
share

S<sup>(1)</sup> 4,200 D \$ 222.4133 38,007 D  
(6)

Common  
Stock, par  
value 08/01/2011  
\$.01 per  
share

S<sup>(1)</sup> 3,795 D \$ 221.5794 34,212 D  
(7)

Common  
Stock, par  
value 08/01/2011  
\$.01 per  
share

S<sup>(1)</sup> 900 D \$ 220.2756 33,312 D  
(8)

Common  
Stock, par  
value 08/01/2011  
\$.01 per  
share

S<sup>(1)</sup> 897 D \$ 219.53 32,415 D  
(9)

Common  
Stock, par  
value 08/01/2011  
\$.01 per  
share

S<sup>(1)</sup> 415 D \$ 218.6723 32,000 D  
(10)

Common  
Stock, par  
value  
\$.01 per  
share

442.487 I

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

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

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SEC 1474  
(9-02)

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**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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
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**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SZKUTAK THOMAS J P.O. BOX 81226 SEATTLE, WA 98108-1226			Senior Vice President and CFO	

**Signatures**

/s/ L. MICHELLE WILSON, attorney-in-fact for THOMAS J. SZKUTAK, Senior Vice President and CFO 08/01/2011

\_\_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.
- (2) Represents the weighted average sale price. The highest price at which shares were sold was \$227.10 and the lowest price at which shares were sold was \$226.16.
- (3) Represents the weighted average sale price. The highest price at which shares were sold was \$226.10 and the lowest price at which shares were sold was \$225.33.
- (4) Represents the weighted average sale price. The highest price at which shares were sold was \$224.97 and the lowest price at which shares were sold was \$224.50.
- (5) Represents the weighted average sale price. The highest price at which shares were sold was \$223.91 and the lowest price at which shares were sold was \$222.92.
- (6) Represents the weighted average sale price. The highest price at which shares were sold was \$222.89 and the lowest price at which shares were sold was \$221.93.
- (7) Represents the weighted average sale price. The highest price at which shares were sold was \$221.87 and the lowest price at which shares were sold was \$221.04.
- (8)

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Represents the weighted average sale price. The highest price at which shares were sold was \$220.84 and the lowest price at which shares were sold was \$219.98.

- (9) Represents the weighted average sale price. The highest price at which shares were sold was \$219.85 and the lowest price at which shares were sold was \$219.29.
- (10) Represents the weighted average sale price. The highest price at which shares were sold was \$218.95 and the lowest price at which shares were sold was \$218.40.

### 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,

Exhibit 24

### Power of Attorney

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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