

ONETTO MARC A  
Form 4  
December 05, 2011

**FORM 4**

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

OMB APPROVAL

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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 \*  
ONETTO MARC A

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)  
12/04/2011

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

P.O. BOX 81226

Senior Vice President

(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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|  |                                      |  | Code                           | V   | Amount  | (D)  | Price                             |
| Common Stock, par value \$0.01 per share | 12/04/2011                           |  | M                              |   | 75,000  | A  | \$ 0                              |
| Common Stock, par value \$0.01 per share | 12/05/2011                           |  | S <sup>(1)</sup>               |   | 3,900   | D  | \$ 194,510.10                     |
| Common Stock, par value \$0.01 per share | 12/05/2011                           |  | S <sup>(1)</sup>               |   | 11,443  | D  | \$ 195,232.90                     |

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|   |            |                  |        |   |                       |         |   |  |
|---|------------|------------------|--------|---|-----------------------|---------|---|--|
| value<br>\$.01 per<br>share                         |            |                  |        |   | (3)                   |         |   |  |
| Common<br>Stock, par<br>value<br>\$.01 per<br>share | 12/05/2011 | S <sup>(1)</sup> | 12,183 | D | \$<br>196.3371<br>(4) | 59,612  | D |  |
| Common<br>stock, par<br>value<br>\$.01 per<br>share | 12/05/2011 | S <sup>(1)</sup> | 14,525 | D | \$<br>197.3316<br>(5) | 45,087  | D |  |
| Common<br>Stock, par<br>value<br>\$.01 per<br>share | 12/05/2011 | S <sup>(1)</sup> | 8,404  | D | \$<br>198.0908<br>(6) | 36,683  | D |  |
| Common<br>Stock, par<br>value<br>\$.01 per<br>share |            |                  |        |   |                       | 5,862   | I | In trust   |
| Common<br>Stock, par<br>value<br>\$.01 per<br>share |            |                  |        |   |                       | 151.409 | I | Held by the<br>reporting<br>person's<br>Amazon.com<br>401(k) plan<br>account |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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<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) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<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 Amount<br>Underlying Securities<br>(Instr. 3 and 4) |
|---|---|---|---|---|--|--|--|
|   |   |   |   | Code                                    | V (A) (D)  | Date Exercisable<br>Expiration<br>Date                         | Title<br>Amount<br>or  |

| Restricted Stock Unit Award | Quantity | Grant Date | Exercise Price | Expiration Date           | Common Stock, par value \$0.01 per share | Number of Shares |
|-----------------------------|----------|------------|----------------|---------------------------|--|------------------|
| \$ 0 <sup>(7)</sup>         | 75,000   | 12/04/2011 | M              | 12/04/2008 <sup>(8)</sup> | 12/04/2012                               | 75,000           |

## Reporting Owners

| Reporting Owner Name / Address                            | Relationships |           |                       |       |
|---|---------------|-----------|-----------------------|-------|
|   | Director      | 10% Owner | Officer               | Other |
| ONETTO MARC A<br>P.O. BOX 81226<br>SEATTLE, WA 98108-1226 |               |           | Senior Vice President |       |

## Signatures

/s/ Marc Onetto, Senior Vice President  
12/05/2011

\*\*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 \$194.80 and the lowest price at which shares were sold was \$193.81.
- (3) Represents the weighted average sale price. The highest price at which shares were sold was \$195.81 and the lowest price at which shares were sold was \$194.82.
- (4) Represents the weighted average sale price. The highest price at which shares were sold was \$196.80 and the lowest price at which shares were sold was \$195.82.
- (5) Represents the weighted average sale price. The highest price at which shares were sold was \$197.81 and the lowest price at which shares were sold was \$196.82.
- (6) Represents the weighted average sale price. The highest price at which shares were sold was \$198.42 and the lowest price at which shares were sold was \$197.82.
- (7) Converts into Common Stock on a one-for-one basis.
- (8) This award vests based upon the following vesting schedule: 20% on December 4, 2008 and an additional 20% after every year of employment thereafter until fully vested.

### 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.