AMAZON COM INC

Form 4

August 19, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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January 31, Expires: 2005

OMB APPROVAL

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

obligations

may continue.

See Instruction

Check this box

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)

1. Name and Add	^	ting 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				
			(Month/Day/Year)	Director 10% Owner			
P.O. BOX 81226			08/15/2008	X Officer (give title Other (specify			
				below) below) Senior Vice President			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
SEATTLE, WA 98108-1226			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
, , , , , , , , , , , , , , , , , , , ,				Person			
(City)	(State)	(Zip)		· ID· I c D c· II O			

(City)	(State)	(Zip) Tal	ble I - Non	-Derivati	ve Sec	curities Acqu	iired, Disposed o	of, or Benefic	ially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	owr Dispo (Instr. 3,	sed of		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)
Common Stock, par value \$.01 per share	08/15/2008		M	4,331	A	\$ 0	45,298	D	
Common Stock, par value \$.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	

value \$.01 per share								
Common Stock, par value \$.01 per share	08/15/2008	S <u>(1)</u>	2,700	D	\$ 88.7493 (2)	55,953	D	
Common Stock, par value \$.01 per share	08/15/2008	S <u>(1)</u>	5,921	D	\$ 87.2873 (3)	50,032	D	
Common Stock, par value \$.01 per share	08/15/2008	S <u>(1)</u>	3,500	D	\$ 86.776 (4)	46,532	D	
Common Stock, par value \$.01 per share						383.203	I	Held by the reporting person's Amazon.com 401(k) plan account
Reminder: Re	eport on a separate line for each class of sec	curities ber	neficially (owned	directly or in	directly		
Tommoor. Re	eport on a separate line for each class of sec		Per info req dis _l	sons rmat uired	who respondion contain	nd to the colle ed in this forn unless the fo valid OMB co	n are not rm	SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

		(e.g., pu	ts, calls, warrants, o	options, co	nvertible secui	rities)			
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	any Code			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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amoun or Number of Shares
Restricted	\$ 0 (5)	08/15/2008		M	4,331	05/15/2008(6)	02/15/2009	Common	4,331

Stock Unit

Stock, par

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Award							value \$.01 per share	
Restricted Stock Unit Award	\$ 0 (5)	08/15/2008	М	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	М	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 (2) 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.
- Represents the weighted average sale price. The highest price at which shares were sold was \$87.95 and the lowest price at which shares (3) 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.
- Represents the weighted average sale price. The highest price at which shares were sold was \$86.93 and the lowest price at which shares (4) 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.
- This award vests based upon the following vesting schedule and the satisfaction of certain business criteria intended to qualify the award (6) 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% upon completion of each 3-month period of employment thereafter through February 15, 2009; 7.04% on May 15, 2009 and an additional

(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. 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.