Kessel Steven Form 4 October 03, 2008

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

obligations

may continue.

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

See Instruction

1(b).

(Last)

P.O. BOX 81226

(Print or Type Responses)

1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading Kessel Steven Symbol

(Middle)

AMAZON COM INC [AMZN]

3. Date of Earliest Transaction

(Month/Day/Year) 10/01/2008

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

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

Senior Vice President

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

SEATTLE, WA 98108-122

(First)

							Person		
(City)	(State)	(Zip) Tab	ole I - Non-	Derivativ	e Secu	ırities Ac	quired, Disposed	d of, or Benefi	icially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			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)	
~			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock, par value \$.01 per share	10/01/2008		M	925	A	\$0	925	D	
Common Stock, par value \$.01 per share	10/01/2008		S <u>(1)</u>	925	D	\$ 71.54	0	D	
Common Stock, par value \$.01 per share							310.291	I	Held by the reporting person's Amazon.com

401(k) plan account

(9-02)

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 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)			nth/Day/Year) Execution Date, if Transaction of any Code Derivat (Month/Day/Year) (Instr. 8) Securiti Acquire (A) or Dispose of (D)		Derivative Securities Acquired (A) or Disposed	Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Restricted Stock Unit	\$ 0 (2)	10/01/2008		M	925	10/01/2003(3)	10/01/2008	Common Stock	925		

Reporting Owners

Reporting Owner Name / Address			Keiationships	
	D' .	1007.0	O.CC.	0.

Other Director 10% Owner Officer

Kessel Steven

Award

P.O. BOX 81226 Senior Vice President

SEATTLE, WA 98108-1226

Signatures

Steven Kessel, Senior Vice 10/01/2008 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).
- This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
- (2) Converts into Common Stock on a one-for-one basis.

Reporting Owners 2

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Subject to the reporting person's continued employment with the issuer, this award vested and converted into shares of common stock of the issuer at the rate of 25.00% on October 1, 2003, 25.00% on October 1, 2004, 20.00% on October 1, 2006, 20.00% on October 1, 2007 and 10.00% on October 1, 2008.

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.