

AMAZON COM INC
Form 3
April 24, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *			2. Date of Event Requiring Statement		3. Issuer Name and Ticker or Trading Symbol	
Â Reynolds Shelley			(Month/Day/Year)		AMAZON COM INC [AMZN]	
(Last)	(First)	(Middle)	04/15/2007		4. Relationship of Reporting Person(s) to Issuer	
P.O. BOX 81226					5. If Amendment, Date Original Filed(Month/Day/Year)	
(Street)					(Check all applicable)	
SEATTLE,Â WAÂ 98108-1226					6. Individual or Joint/Group Filing(Check Applicable Line)	
(City)	(State)	(Zip)			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Vice President	
					<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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.

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Restricted Stock Unit Award	02/27/2008 ⁽¹⁾	04/05/2016	Common Stock	42,000	\$ 0 ⁽²⁾	D	Â
Restricted Stock Unit Award	05/15/2008 ⁽³⁾	04/05/2017	Common Stock	15,091	\$ 0 ⁽²⁾	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Reynolds Shelley P.O. BOX 81226 SEATTLE, WA 98108-1226	Â	Â	Â Vice President	Â

Signatures

/s/ Shelley Reynolds, Vice President 04/24/2007

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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 award vests based upon the following vesting schedule: 8,400 shares on February 27, 2008; 4,200 shares on August 27, 2008 and an additional 4,200 shares after every six months of employment thereafter until fully vested on February 27, 2012.
- (2) Converts into Common Stock on a one-for-one basis.
This award vests based upon the following vesting schedule: 1,872 shares on May 15, 2008 and an additional 1,872 shares after every three months of employment thereafter through November 15, 2008; 1,873 shares on February 15, 2009; 1,354 shares on May 15, 2009
- (3) and an additional 1,354 shares after every three months of employment thereafter through February 15, 2010; 547 shares on May 15, 2010 and an additional 547 shares for every three months of employment thereafter through November 15, 2010; and 545 shares on 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.