Jassy Andrew R Form 4 May 18, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

3235-0287 Number: January 31, Expires:

OMB APPROVAL

2005 Estimated average

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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 Jassy And	I Address of Reporting lrew R	Symbo	uer Name and Ticker or Trading l ZON COM INC [AMZN]	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle) 3. Date	of Earliest Transaction	(Clied	ck all applicab	ne)	
P.O. BOX	81226	(Month 05/15)	/Day/Year) /2009	X_ Officer (give below)	e title 00 below) or Vice Preside	ther (specify	
	(Street)	4. If A1	mendment, Date Original	6. Individual or Joint/Group Filing(Check			
SEATTLE	E, WA 98108-122		Ionth/Day/Year)	Applicable Line) _X_ Form filed by 0 Form filed by N Person			
(City)	(State)	(Zip) Ta	ble I - Non-Derivative Securities Acq		f, or Benefici	ally Owned	
1.Title of Security	2. Transaction Date (Month/Day/Year)		3. 4. Securities Acquired (A) Transaction Disposed of (D)	5. Amount of Securities	6. Ownership	7. Nature of Indirect	

(City)	(State)	(Zip) Tal	ble I - Non	-Derivativo	e Secu	irities Acqui	ired, Disposed of	f, or Beneficia	ally 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. Securiti our Dispose (Instr. 3, 4)	ed 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)
Stock, par value \$.01 per share	05/15/2009		M	1,250	A	\$ 0	6,651	D	
Common Stock, par value \$.01 per share	05/15/2009		M	8,924	A	\$ 0	15,575	D	
Common Stock, par	05/15/2009		M	2,637	A	\$ 0	18,212	D	

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value \$.01 per share								
Common Stock, par value \$.01 per share	05/15/2009	M	1,750	A	\$ 0	19,962	D	
Common Stock, par value \$.01 per share	05/15/2009	S(1)	14,561	D	\$ 74.4458 (2)	5,401	D	
Common Stock, par value \$.01 per share						380.368	I	Held by the reporting person's Amazon.com 401(k) plan 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)

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. Transactic Code (Instr. 8)	5. Number some Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			-		Amount of Securities 4)
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amoun or Number of Shares
Restricted Stock Unit Award	\$ 0 (3)	05/15/2009		M		1,250	04/14/2005(4)	02/15/2010	Common Stock, par value \$.01 per share	1,250
Restricted Stock Unit	\$ 0 (3)	05/15/2009		M		8,924	11/15/2006(5)	02/15/2010	Common Stock, par	8,924

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Award							value \$.01 per share	
Restricted Stock Unit Award	\$ 0 (3)	05/15/2009	М	2,637	05/15/2009 <u>(6)</u>	02/15/2011	Common Stock, par value \$.01 per share	2,637
Restricted Stock Unit Award	\$ 0 (3)	05/15/2009	М	1,750	05/15/2009(7)	02/15/2014	Common Stock, par value \$.01 per share	1,750

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Jassy Andrew R P.O. BOX 81226

Senior Vice President

SEATTLE, WA 98108-1226

Signatures

/s/ Andrew R. Jassy, Senior Vice President

05/15/2009

Date

**Signature of Reporting Person

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 \$74.47 and the lowest price at which shares (2) were sold was \$74.20. 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.
- (3) Converts into Common Stock on a one-for-one basis.
- 30% of this award was vested at the time the reporting person filed their Form 3, and subject to the reporting person's continued employment with the issuer 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, this award continues to vest and convert into shares of common stock of the issuer at the rate of 5.00% on November 15, 2006 and an additional 5.00% for 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: 6.25% on November 15, 2006, 6.77% on May 15, 2007 and an additional 6.77% for each 3-month period thereafter through February 15, 2008, 8.33% on May 15, 2008 and an additional 8.33% for 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: 2,637 shares on May 15, 2009, 2,636 shares on August 15, 2009, 2,637 shares on November 15, 2009, 2,636 shares on February 15, 2010, 14,961 shares on May 15, 2010, 14,960 shares on August 15, 2010, 14,961 shares on November 15, 2010 and 14,960 shares on February 15, 2011.

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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: 1,750 shares on each of May 15, 2009, August 15, 2009, November 15, 2009 and February 15, 2010 and 7,750 shares on May 15, 2011 and each 3-month period thereafter through February 15, 2014.

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.