

WILSON L MICHELLE
 Form 4
 February 16, 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 *
WILSON L MICHELLE

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)
02/15/2011

___ 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 or Price			
Common Stock, par value \$0.01 per share	02/15/2011		M		11,003	A	\$ 0 31,004	D
Common Stock, par value \$0.01 per share	02/15/2011		S ⁽¹⁾		6,579	D	\$ 189.5425 24,425	D
Common Stock, par value \$0.01 per share	02/15/2011		S ⁽¹⁾		4,424	D	\$ 188.9764 20,001	D

value \$.01 per share	<u>(3)</u>					
Common Stock, par value \$.01 per share		472.361	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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(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. Transaction Code (Instr. 8)	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 Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit Award	\$ 0 ⁽⁴⁾	02/15/2011		M	11,003	05/15/2008 ⁽⁵⁾	02/15/2011	Common Stock, par value \$.01 per share	11,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
WILSON L MICHELLE P.O. BOX 81226 SEATTLE, WA 98108-1226	Senior Vice President

Signatures

/s/ L. Michelle Wilson, Senior Vice President, General Counsel and
Secretary 02/16/2011

__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 \$190.20 and the lowest price at which shares were sold was \$189.21.
- (3) Represents the weighted average sale price. The highest price at which shares were sold was \$189.20 and the lowest price at which shares were sold was \$188.36.
- (4) Converts into Common Stock on a one-for-one basis.

This award vested 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: 6.75% on May 15, 2008 and an additional
- (5) 6.75% upon completion of each 3-month period of employment thereafter through February 15, 2009; 9.33% on May 15, 2009 and an additional 9.33% upon completion of each 3-month period thereafter through February 15, 2010; 8.92% on May 15, 2010 and an additional 8.92% upon completion of each 3-month period thereafter through February 15, 2011.

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.