Edgar Filing: AMAZON COM INC - Form 4

AMAZON Form 4												
April 03, 20	ЛЛ		GECU	DITIES		ZCH	ANCEO	OMMECION		APPROVAL		
UNITED STATES SECURITIES Washingto							OMMISSION	OMB Number:	3235-0287			
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). Check this box if no longer subject to Section 16. Form 4 or Section 16. Form 5 obligations may continue. See Instruction 1(b).					e Act of 1934, 1935 or Section	F Expires: January 31 2009 Estimated average burden hours per response 0.5						
(Print or Type	Responses)											
			2. Issuer Name and Ticker or Trading Symbol				-	5. Relationship of Reporting Person(s) to Issuer				
(Last) (First) (Middle)			AMAZON COM INC [AMZN] 3. Date of Earliest Transaction					(Check all applicable)				
			(Month/Day/Year) 03/31/2006					Director 10% Owner X Officer (give title Other (specify below) below) Senior Vice President				
			Amendment, Date Original (Month/Day/Year)				 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 98108-1220	5						Person	lore man One r	keporting		
(City)	(State)	(Zip)	Ta	ble I - Non	-Derivativ	e Seci	urities Acqu	uired, Disposed of	, or Benefici	ally Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution I any (Month/Da	Date, if	Code (Instr. 8)	4. Securit onor Dispos (Instr. 3, Amount	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)		
Common Stock, par value \$.01 per share	03/31/2006			S <u>(1)</u>	20,000	D	\$ 36.6329 (2)	20,000	D			
Common Stock, par value \$.01 per share								173.604	I	Held by the reporting person's Amazon.com 401(k) plan account		

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amour	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable Date	Title	Number			
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address]						
	Director	10% Owner	Officer	Other				
WILKE JEFFREY A P.O. BOX 81226 SEATTLE, WA 98108-1226			Senior Vice President					
Signatures								
JEFFREY A. WILKE, Senior Vice President, Worldwide Operations & Customer 03/31/2006								

Service

<u>**</u>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.
- (2) Represents the weighted average sale price. The highest price at which shares were sold was \$36.70 and the lowest price at which shares were sold was \$36.60.

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.

Date