

AMAZON COM INC
Form 4
May 19, 2008

FORM 4

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

OMB APPROVAL

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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

(Last) (First) (Middle)

P.O. BOX 81226

(Street)

SEATTLE, WA 98108-1226

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
AMAZON COM INC [AMZN]

3. Date of Earliest Transaction
(Month/Day/Year)
05/15/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Senior Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Indirect Ownership (Instr. 4)		
			Code	V	Amount	(D)	Price		
Common Stock, par value \$0.01 per share	05/15/2008		M		2,165	A	\$ 0	21,065	D
Common Stock, par value \$0.01 per share	05/15/2008		M		3,013	A	\$ 0	24,078	D
Common Stock, par value \$0.01 per share	05/15/2008		M		8,326	A	\$ 0	32,404	D

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value
\$.01 per
share

Common
Stock, par
value 05/15/2008
\$.01 per
share

S⁽¹⁾ 5,400 D \$ 74.6285 27,004 D
(2)

Common
Stock, par
value 05/19/2008
\$.01 per
share

S⁽¹⁾ 4,052 D \$ 80 22,952 D

Common
Stock, par
value
\$.01 per
share

377.026 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 of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Restricted Stock Unit Award	\$ 0 ⁽³⁾	05/15/2008		M	2,165	05/15/2008 ⁽⁴⁾ 02/15/2009	Common Stock, par value \$.01 per share	2,165
Restricted Stock Unit	\$ 0 ⁽³⁾	05/15/2008		M	3,013	05/15/2008 ⁽⁵⁾ 02/15/2010	Common Stock, par	3,013

Award

value
\$.01 per
share

Restricted

Stock Unit \$ 0 ⁽³⁾ 05/15/2008

M

8,326 05/15/2008⁽⁶⁾ 02/15/2011

Award

Common
Stock, par
value
\$.01 per
share

8,326

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

05/19/2008

__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 \$75.20 and the lowest price at which shares were sold was \$73.71.

(3) Converts into Common Stock on a one-for-one basis.

(4) 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: 25.00% on May 15, 2008 and an additional 25.00% upon completion of each 3-month period of employment thereafter through February 15, 2009.

(5) 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: 18.75% on May 15, 2008 and an additional 18.75% upon completion of each 3-month period of employment thereafter through February 15, 2009; 6.25% on May 15, 2009 and an additional 6.25% upon completion of each 3-month period thereafter through February 15, 2010.

(6) 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: 6.75% on May 15, 2008 and an additional 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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