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POTTER MY	RILE S									
Form 4	0									
April 13, 200	1	TATES SE	CURITIES A	ND EXC	CHAN	IGE (COMMISSION		PPROVAL	
			Washington,	D.C. 205	549			Number:	3235-0287	
Check this if no longe								Expires:	January 31, 2005	
subject to Section 16 Form 4 or	51 A I EN 5.	ENT OF C	HANGES IN I SECUR		CIAI	LOW	NERSHIP OF	Estimated a burden hou response	average Irs per	
Form 5 obligation may contin <i>See</i> Instruct 1(b).	s Section 17(a) of the Pub		ing Com	pany	Act o	ge Act of 1934, f 1935 or Sectio 40	on		
(Print or Type R	esponses)									
POTTER MYRTLE S Sy			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) (M	iddle) 3. I	3. Date of Earliest Transaction (Che							
2995 WOOD 400	OSIDE ROAD, SU		onth/Day/Year) /12/2009				X Director Officer (give below)		b Owner er (specify	
	(Street)		f Amendment, Dav d(Month/Day/Year)	-			6. Individual or Ja Applicable Line) _X_ Form filed by Form filed by N	One Reporting Po	erson	
WOODSIDE	E, CA 94062						Person		porting	
(City)	(State) (Zip)	Table I - Non-D	erivative S	Securit	ties Ac	quired, Disposed o	f, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Da any (Month/Day/	Code Year) (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3, Amount	(A) or of (D))	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock, par value \$.01 per share	04/12/2009		M	2,500	A	\$ 0	6,500	D (1)		
Common Stock, par value \$.01 per share							2,883	D		

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

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information contained in this form are not
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(9-02)

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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 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. Transacti Code (Instr. 8)	5. Number on f Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amoun or Number of Shares
Restricted Stock Unit Award	\$ 0 <u>(2)</u>	04/12/2009		М	2,500	04/12/2007 <u>(3)</u>	04/12/2009	Common Stock, par value \$.01per share	2,500

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
POTTER MYRTLE S 2995 WOODSIDE ROAD SUITE 400 WOODSIDE, CA 94062	Х					
Signatures						
/s/ Myrtle S. Potter, Director	04/13/	2009				
**Signature of Reporting	Date	e				

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) By trust.

Person

- (2) Converts into Common Stock on a one-for-one basis.
- (3) Subject to the reporting person's continued service as a director of the issuer, this award vested and converted into shares of common stock of the issuer at the rate of 60% on April 12, 2007, an additional 20% on April 12, 2008 and an additional 20% on April 12, 2009.

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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