

WILKE JEFFREY A  
Form 4  
May 17, 2011

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
WILKE JEFFREY A

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)  
05/15/2011

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)

Senior Vice President

P.O. BOX 81226  
  
(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                                                                                        | (D)                                                      | Price                             |
| Common Stock, par value \$0.01 per share | 05/15/2011                           |                                                    | M                              |                                                                   | 10,000                                                                                        | A                                                        | \$ 0                              |
| Common Stock, par value \$0.01 per share | 05/16/2011                           |                                                    | S <sup>(1)</sup>               |                                                                   | 100                                                                                           | D                                                        | \$ 200.2                          |
| Common Stock, par value \$0.01 per share | 05/16/2011                           |                                                    | S <sup>(1)</sup>               |                                                                   | 800                                                                                           | D                                                        | \$ 198.2538                       |

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|                                                     |            |                  |       |   |                       |         |   |                                                                              |
|-----------------------------------------------------|------------|------------------|-------|---|-----------------------|---------|---|------------------------------------------------------------------------------|
| value<br>\$.01 per<br>share                         |            |                  |       |   | (2)                   |         |   |                                                                              |
| Common<br>Stock, par<br>value<br>\$.01 per<br>share | 05/16/2011 | S <sup>(1)</sup> | 1,100 | D | \$<br>197.3643<br>(3) | 84,934  | D |                                                                              |
| Common<br>Stock, par<br>value<br>\$.01 per<br>share | 05/16/2011 | S <sup>(1)</sup> | 200   | D | \$ 196.35<br>(4)      | 84,734  | D |                                                                              |
| Common<br>Stock, par<br>value<br>\$.01 per<br>share | 05/16/2011 | S <sup>(1)</sup> | 700   | D | \$<br>195.2329<br>(5) | 84,034  | D |                                                                              |
| Common<br>Stock, par<br>value<br>\$.01 per<br>share | 05/16/2011 | S <sup>(1)</sup> | 200   | D | \$ 193.58<br>(6)      | 83,834  | D |                                                                              |
| Common<br>Stock, par<br>value<br>\$.01 per<br>share | 05/16/2011 | S <sup>(1)</sup> | 900   | D | \$<br>192.1566<br>(7) | 82,934  | D |                                                                              |
| Common<br>Stock, par<br>value<br>\$.01 per<br>share |            |                  |       |   |                       | 469,281 | I | Held by the<br>reporting<br>person's<br>Amazon.com<br>401(k) plan<br>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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Securities<br>(Instr. 3 and 4) |
|-----------------------------------------------------|------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------|----------------------------------------------------------------|------------------------------------------------------------------|
|-----------------------------------------------------|------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------|----------------------------------------------------------------|------------------------------------------------------------------|



**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.

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