

WILSON L MICHELLE

Form 4

August 17, 2010

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

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(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)  
**08/15/2010**

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) 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<br>Security<br>(Instr. 3)               | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---|---|---|--------------------------------------|---|--|---|--|
| Common<br>Stock, par<br>value<br>\$.01 per<br>share | 08/15/2010                              |   | M                                    | 11,003 A  | \$ 0   | 34,304  | D  |
| Common<br>Stock, par<br>value<br>\$.01 per<br>share | 08/16/2010                              |   | S <sup>(1)</sup>                     | 2,653 D   | \$<br>126.4017<br>(2)  | 31,651  | D  |
| Common<br>Stock, par                                | 08/16/2010                              |   | S <sup>(1)</sup>                     | 1,700 D   | \$<br>125.4718   | 29,951  | D  |

|            |            |                  |       |   |          |         |   |             |
|------------|------------|------------------|-------|---|----------|---------|---|-------------|
| value      |            |                  |       |   | (3)      |         |   |             |
| \$.01 per  |            |                  |       |   |          |         |   |             |
| share      |            |                  |       |   |          |         |   |             |
| Common     |            |                  |       |   |          |         |   |             |
| Stock, par |            |                  |       |   | \$       |         |   |             |
| value      | 08/16/2010 | S <sup>(1)</sup> | 1,100 | D | 124.5891 | 28,851  | D |             |
| \$.01 per  |            |                  |       |   | (4)      |         |   |             |
| share      |            |                  |       |   |          |         |   |             |
| Common     |            |                  |       |   |          |         |   |             |
| Stock, par |            |                  |       |   | \$       |         |   |             |
| value      | 08/16/2010 | S <sup>(1)</sup> | 600   | D | 123.48   | 28,251  | D |             |
| \$.01 per  |            |                  |       |   | (5)      |         |   |             |
| share      |            |                  |       |   |          |         |   |             |
| Common     |            |                  |       |   |          |         |   |             |
| Stock, par |            |                  |       |   |          |         |   |             |
| value      |            |                  |       |   |          | 462.568 | I | Held by the |
| \$.01 per  |            |                  |       |   |          |         |   | reporting   |
| share      |            |                  |       |   |          |         |   | 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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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<br>Derivative<br>Security | 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)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount<br>Underlying Securities<br>(Instr. 3 and 4) |                    |   |                                     |
|---|--|---|---|--------------------------------------|--|--|-----|--|--------------------|---|-------------------------------------|
|   |  |   |   | Code                                 | V  | (A)  | (D) | Date Exercisable   | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of Shares |
| Restricted<br>Stock Unit<br>Award                   | \$ 0 <sup>(6)</sup>  | 08/15/2010                              |   | M                                    |  | 11,003   |     | 05/15/2008 <sup>(7)</sup>  | 02/15/2011         | Common<br>Stock, par<br>value<br>\$.01 per<br>share | 11,003                              |

## Reporting Owners

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

## Signatures

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

08/16/2010

\_\_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 \$126.94 and the lowest price at which shares were sold was \$126.10.

(3) Represents the weighted average sale price. The highest price at which shares were sold was \$125.91 and the lowest price at which shares were sold was \$125.05.

(4) Represents the weighted average sale price. The highest price at which shares were sold was \$124.91 and the lowest price at which shares were sold was \$123.99.

(5) Represents the weighted average sale price. The highest price at which shares were sold was \$123.78 and the lowest price at which shares were sold was \$123.16.

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

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.

### 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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