

AMAZON COM INC
Form 3
March 10, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Holden Jeffrey
(Last) (First) (Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)
03/09/2005

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

4. Relationship of Reporting Person(s) to Issuer

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

P. O. BOX 81226
(Street)

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
__X__ 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 Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities Beneficially Owned
(Instr. 4)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

Common Stock, par value \$.01 per share 125

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.

SEC 1473 (7-02)

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 Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and Expiration Date
(Month/Day/Year)

Date Exercisable

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

Title

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:
Direct (D)

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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		Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Employee Stock Option (right to buy)	07/01/2002 ⁽¹⁾	09/06/2011	Common Stock, par value \$.01 per share	145,000	\$ 7.93	D	Â
Restricted Stock Unit Award	07/09/2005 ⁽²⁾	04/09/2009	Common Stock, par value \$.01 per share	27,186	\$ 0	D	Â
Restricted Stock Unit Award	04/14/2007 ⁽³⁾	01/14/2010	Common Stock, par value \$.01 per share	100,000	\$ 0	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Holden Jeffrey P. O. BOX 81226 SEATTLE, WA 98108-1226	Â	Â	Â Senior Vice President	Â

Signatures

JEFFREY HOLDEN, Senior Vice President,
Discovery 03/09/2005

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) 15,000 shares vest on April 1, 2005 and an additional 15,000 shares vest upon completion of each 3-month period of employment thereafter until fully vested.

This award vests based upon the following schedule: 7.5% on each of July 9, 2005, January 9, 2006, July 9, 2006 and January 9, 2007 and
(2) an additional 8.75% on April 9, 2007 and upon completion of each 3-month period of employment thereafter until fully vested on April 9, 2009.

This award vests based upon the following vesting schedule and the satisfaction of certain business criteria intended to qualify the award
(3) as tax-deductible under Section 162(m) of the Internal Revenue Code: 8.33% on April 14, 2007 and an additional 8.33% upon completion of each 3-month period of employment thereafter until fully vested on January 14, 2010.

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.