

AMAZON COM INC
Form 3
September 18, 2006

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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Kessel Steven | | (Month/Day/Year) | AMAZON COM INC [AMZN] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 09/07/2006 | | |
| P.O. BOX 81226 | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| | | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| SEATTLE,Â WAÂ 98108-1226 | | | (give title below) | (specify below) |
| (City) | (State) | (Zip) | Senior Vice President | |
| | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | | <input type="checkbox"/> Form filed by More than One Reporting Person |

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 | 213.227 | 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)

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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) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|--|---|--|
| | Date Exercisable | Title | | | |

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| | | Expiration Date | | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|--------------------------------------|---------------------------|-----------------|--------------|----------------------------|---------------------|----------------------------|---|
| Employee Stock Option (Right to Buy) | 09/06/2002 ⁽¹⁾ | 09/06/2011 | Common Stock | 7,500 | \$ 7.93 | D | Â |
| Employee Stock Option (Right to Buy) | 04/01/2003 ⁽²⁾ | 09/06/2011 | Common Stock | 6,250 | \$ 7.93 | D | Â |
| Restricted Stock Unit Award | 10/01/2003 ⁽³⁾ | 10/01/2008 | Common Stock | 4,621 | \$ 0 ⁽⁸⁾ | D | Â |
| Restricted Stock Unit Award | 01/09/2006 ⁽⁴⁾ | 02/15/2009 | Common Stock | 13,593 | \$ 0 ⁽⁸⁾ | D | Â |
| Restricted Stock Unit Award | 04/14/2006 ⁽⁵⁾ | 02/15/2008 | Common Stock | 6,497 | \$ 0 ⁽⁸⁾ | D | Â |
| Restricted Stock Unit Award | 11/15/2006 ⁽⁶⁾ | 02/15/2010 | Common Stock | 107,095 | \$ 0 ⁽⁸⁾ | D | Â |
| Restricted Stock Unit Award | 05/15/2009 ⁽⁷⁾ | 02/15/2011 | Common Stock | 76,522 | \$ 0 ⁽⁸⁾ | D | Â |

Reporting Owners

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

Signatures

Steven Kessel, Senior Vice President
09/15/2006

**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) Fully vested.
- (2) Fully vested.
- (3) Vested as to 4,621 units, with the remaining 4,621 units currently unvested. This award vests at the rate of 20.00% on October 1, 2006, 20.00% on October 1, 2007 and 10.00% on October 1, 2008.
- (4) Vested as to 4,531 shares, with the remaining 13,593 units currently unvested. This award vests at the rate of 7.50% on November 15, 2006 and an additional 7.50% for each 3-month period thereafter through February 15, 2009.
- (5) Vested as to 2,165 shares, with the remaining 6,497 units currently unvested. This award vests at the rate of 12.50% on November 15, 2006 and an additional 12.50% for each 3-month period thereafter through February 15, 2008.
- (6) Vests at the rate of 10.00% on November 15, 2006, 5.87% on May 15, 2007, 5.83% on August 15, 2007 and an additional 5.83% for each 3-month period thereafter through February 15, 2008, 8.33% on May 15, 2008 and an additional 8.33% for each 3-month period thereafter through February 15, 2010.

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- (7) Vests at the rate of 5.45% on May 15, 2009 and an additional 5.45% for each 3-month period thereafter through February 15, 2010, 19.55% on May 15, 2010 and an additional 19.55% for each 3-month period thereafter through February 15, 2011.
- (8) Converts into Common Stock on a one-for-one basis.

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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