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WILKE JE Form 4	FFREY A									
February 1'	7, 2010									
FOR	M 4					ANCE OF		OMB A	PPROVAL	
	UNITED	ECURITIES Washington			OMMISSION	OMB Number:	3235-0287			
Check if no lo subject		MENT OF C	CHANGES IN		ERSHIP OF	Expires: Estimated a	January 31, 2005 average			
Section Form 4 Form 5 obligati may co	16. or Filed pu	(a) of the Pub	tion 16(a) of t	olding Co	rities ompai	ny Act of 1	1935 or Section	burden hou response	irs per	
(Print or Type	e Responses)									
	Address of Reporting EFFREY A	Sy	2. Issuer Name a mbol MAZON COI]	5. Relationship of I Issuer	Reporting Per	son(s) to	
(Last) (First) (Middle)			Date of Earliest	-		INJ	(Check all applicable)			
P.O. BOX	81226		Ionth/Day/Year) 2/15/2010				Director X Officer (give to below) Senior		b Owner er (specify nt	
SEATTLE	(Street) E, WA 98108-1220	Fil	If Amendment, I led(Month/Day/Ye	-	nal	-	5. Individual or Joi Applicable Line) _X_ Form filed by Or Form filed by Mo Person	ne Reporting Pe	erson	
(City)	(State)	(Zip)	Table I - Non	-Derivativ	e Seci		ired, Disposed of,	or Beneficia	llv Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution Date any	3.	4. Securit	ies Ac of (D)	quired (A) o	or 5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership	
Common Stock, par value \$.01 per share	02/15/2010		Code V	Amount 1,674	(D) A	Price \$ 0	(Instr. 3 and 4) 53,206	D		
Common Stock, par value \$.01 per share	02/15/2010		М	15,139	A	\$ 0	68,345	D		
Common Stock, par	02/16/2010		S <u>(1)</u>	1,200	D	\$ 119.7758	67,145	D		

value \$.01 per share						(2)				
Common Stock, par value \$.01 per share	02/16/2010		S <u>(1)</u> 9,	669 D)	\$ 118.6161 (<u>3)</u>	57,476	D		
Common Stock, par value \$.01 per share	02/16/2010		S <u>(1)</u> 90)0 D)	\$ 118.1389 (4)	56,576	D		
Common Stock, par value \$.01 per share							435.801	rej pe A1 40	eld by the porting rson's mazon.com 1(k) plan count	
Reminder: Re	port on a separ		tive Securities Acqui	Person informa require display number ired, Dispo	s w atio d to s a r. osed	tho respond n contained o respond u currently va l of, or Benef	to the collectio I in this form are nless the form alid OMB contro	e not (9	1474 0-02)	
		(<i>e.g.</i> , pu	its, calls, warrants, o	options, co	onve	ertible securit	ties)			
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	Conversion(Month/Day/Year)Execution Date, if anyTransactionDece Ser ExerciseanyCodeSerice of(Month/Day/Year)(Instr. 8)AcDerivativeor(Derivative(Derivativeecurity(Derivative(Derivative)(Derivative)		ecurities Acquired (A) r Disposed of	6. Date Exercisab Expiration Date (Month/Day/Yea		and 7. Title and Amount Underlying Securitie (Instr. 3 and 4)			
				Code V	7 (1	A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Restricted Stock Unit Award	\$ 0 <u>(5)</u>	02/15/2010		М		1,674	05/15/2008 <u>(6)</u>	02/15/2010	Common Stock, par value \$.01 per share	1,67

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner

Other

WILKE JEFFREY A P.O. BOX 81226 SEATTLE, WA 98108-1226

Senior Vice President

Signatures

/s/ Jeffrey A. Wilke, Senior Vice President

02/17/2010 Date

<u>**</u>Signature of Reporting Person

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.

Represents the weighted average sale price. The highest price at which shares were sold was \$120.24 and the lowest price at which shares
(2) were sold was \$119.28. The reporting person undertakes to provide, upon request by the staff of the SEC, the issuer, or a security holder of the issuer, full information regarding the number of shares transacted at each price.

Represents the weighted average sale price. The highest price at which shares were sold was \$119.21 and the lowest price at which shares(3) were sold was \$118.22. The reporting person undertakes to provide, upon request by the staff of the SEC, the issuer, or a security holder of the issuer, full information regarding the number of shares transacted at each price.

Represents the weighted average sale price. The highest price at which shares were sold was \$118.21 and the lowest price at which shares(4) were sold was \$118.01. The reporting person undertakes to provide, upon request by the staff of the SEC, the issuer, or a security holder of the issuer, full information regarding the number of shares transacted at each price.

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

This award vested 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: 18.75% on May 15, 2008 and an additional 18.75%

(6) as an equation of each 3-month period of employment thereafter through February 15, 2009; 6.25% on May 15, 2009 and an additional 6.25% upon completion of each 3-month period thereafter through February 15, 2010.

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: 3.88% on May 15, 2008 and an additional 3.88%

(7) upon completion of each 3-month period of employment thereafter through February 15, 2009; 7.04% on May 15, 2009 and an additional 7.04% upon completion of each 3-month period thereafter through February 15, 2010; 14.08% on May 15, 2010 and an additional 14.08% upon completion of each 3-month period thereafter through February 15, 2011.

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.