

Jassy Andrew R  
 Form 4  
 February 17, 2010

**FORM 4**

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

OMB APPROVAL

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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 \*  
 Jassy Andrew R

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)

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

P.O. BOX 81226

02/15/2010

Senior Vice President

(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: Indirect Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|
|  |                                      |  | Code                           | V   | Amount  | (D)  | Price  |
| Common Stock, par value \$0.01 per share | 02/15/2010                           |  | M                              |   | 1,250   | A  | \$ 0 6,651   |
| Common Stock, par value \$0.01 per share | 02/15/2010                           |  | M                              |   | 8,924   | A  | \$ 0 15,575  |
| Common Stock, par value \$0.01 per share | 02/15/2010                           |  | M                              |   | 2,636   | A  | \$ 0 18,211  |

value  
\$.01 per  
share

Common  
Stock, par  
value  
\$.01 per  
share

02/15/2010

M 1,750 A \$ 0 19,961 D

Common  
Stock, par  
value  
\$.01 per  
share

02/16/2010

S<sup>(1)</sup> 14,560 D \$ 119.93 5,401 D

Common  
Stock, par  
value  
\$.01 per  
share

404.704 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.

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Restricted Stock Unit Award                | \$ 0 <sup>(2)</sup>                                    | 02/15/2010                           |  | M                              | 1,250   | 04/14/2005 <sup>(3)</sup> 02/15/2010                     | Common Stock, par value \$.01 per share                       | 1,250                      |
| Restricted Stock Unit                      | \$ 0 <sup>(2)</sup>                                    | 02/15/2010                           |  | M                              | 8,924   | 11/15/2006 <sup>(4)</sup> 02/15/2010                     | Common Stock, par   | 8,924                      |

|                                   |                     |            |   |       |                           |            |                               |                             |       |
|-----------------------------------|---------------------|------------|---|-------|---------------------------|------------|-------------------------------|-----------------------------|-------|
| Award                             |                     |            |   |       |                           |            |                               | value<br>\$.01 per<br>share |       |
| Restricted<br>Stock Unit<br>Award | \$ 0 <sup>(2)</sup> | 02/15/2010 | M | 2,636 | 05/15/2009 <sup>(5)</sup> | 02/15/2011 | Common<br>Stock, par<br>value | \$.01 per<br>share          | 2,636 |
| Restricted<br>Stock Unit<br>Award | \$ 0 <sup>(2)</sup> | 02/15/2010 | M | 1,750 | 05/15/2009 <sup>(6)</sup> | 02/15/2014 | Common<br>Stock, par<br>value | \$.01 per<br>share          | 1,750 |

## Reporting Owners

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

## Signatures

/s/ Andrew R. Jassy, Senior Vice President  
02/17/2010

\_\_\_\_\_  
\*\*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) Converts into Common Stock on a one-for-one basis.  
30% of this award was vested at the time the reporting person filed their Form 3, and subject to the reporting person's continued employment with the issuer 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, this award continued to vest and convert into shares of common stock of the issuer at the rate of 5.00% on November 15, 2006 and an additional 5.00% for each 3-month period thereafter through February 15, 2010.
- (3) 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: 6.25% on November 15, 2006, 6.77% on May 15, 2007 and an additional 6.77% 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.
- (4) 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: 2,637 shares on May 15, 2009, 2,636 shares on August 15, 2009, 2,637 shares on November 15, 2009, 2,636 shares on February 15, 2010, 14,961 shares on May 15, 2010, 14,960 shares on August 15, 2010, 14,961 shares on November 15, 2010 and 14,960 shares on February 15, 2011.
- (5) 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: 1,750 shares on each of May 15, 2009, August 15, 2009, November 15, 2009 and February 15, 2010 and 7,750 shares on May 15, 2011 and each 3-month period thereafter through February 15, 2014.
- (6)

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