

BEZOS JEFFREY P  
Form 4  
February 18, 2010

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**BEZOS JEFFREY P**

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)  
**P.O. BOX 81226**

3. Date of Earliest Transaction (Month/Day/Year)  
**02/16/2010**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Chairman, CEO and 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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)			
			Code	V	Amount		Price
Common Stock, par value \$0.01 per share	02/16/2010		S <sup>(1)</sup>		41,775	D	\$ 119.806 <u>(2)</u>
Common Stock, par value \$0.01 per share	02/16/2010		S <sup>(1)</sup>		430,795	D	\$ 118.6546 <u>(3)</u>
Common Stock, par value \$0.01 per share	02/16/2010		S <sup>(1)</sup>		771,030	D	\$ 117.765 <u>(4)</u>

value  
\$.01 per  
share

Common  
Stock, par  
value 02/16/2010  
\$.01 per  
share

S<sup>(1)</sup> 56,400 D \$ 117.2393 92,858,027 D  
(5)

Common  
Stock, par  
value 02/17/2010  
\$.01 per  
share

S<sup>(1)</sup> 437,099 D \$ 116.3358 92,420,928 D  
(6)

Common  
Stock, par  
value 02/17/2010  
\$.01 per  
share

S<sup>(1)</sup> 262,901 D \$ 115.9301 92,158,027 D  
(7)

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 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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

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

X X Chairman, CEO and President

## Signatures

/s/ Elizabeth Korrell, attorney-in-fact for Jeffrey P. Bezos, Chairman of the Board, Chief Executive Officer and 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.

Represents the weighted average sale price. The highest price at which shares were sold was \$120.30 and the lowest price at which shares were sold was \$119.31. 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.

(3) Represents the weighted average sale price. The highest price at which shares were sold was \$119.30 and the lowest price at which shares were sold was \$118.31. 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.

(4) Represents the weighted average sale price. The highest price at which shares were sold was \$118.30 and the lowest price at which shares were sold was \$117.31. 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) Represents the weighted average sale price. The highest price at which shares were sold was \$117.30 and the lowest price at which shares were sold was \$117.19. 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.

(6) Represents the weighted average sale price. The highest price at which shares were sold was \$117.07 and the lowest price at which shares were sold was \$116.08. 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.

(7) Represents the weighted average sale price. The highest price at which shares were sold was \$116.07 and the lowest price at which shares were sold was \$115.57. 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.

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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