

BEZOS JEFFREY P
Form 4
November 03, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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)
11/01/2010

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)	Price		
Common Stock, par value \$0.01 per share	11/01/2010		S ⁽¹⁾	74,777	D	\$ 163.7694	89,000,807
						(2)	
Common Stock, par value \$0.01 per share	11/01/2010		S ⁽¹⁾	290,123	D	\$ 162.9671	88,710,684
						(3)	
Common Stock, par value \$0.01 per share	11/01/2010		S ⁽¹⁾	295,100	D	\$ 162.1742	88,415,584

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value					(4)		
\$.01 per share							
Common Stock, par value	11/02/2010	S(1)	86,087	D	\$ 165.2324	88,329,497	D
\$.01 per share					(5)		
Common Stock, par value	11/02/2010	S(1)	155,647	D	\$ 164.4515	88,173,850	D
\$.01 per share					(6)		
Common Stock, par value	11/02/2010	S(1)	31,077	D	\$ 163.7429	88,142,773	D
\$.01 per share					(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/ Paul Dauber, attorney-in-fact for Jeffrey P. Bezos, Chairman of the Board, Chief Executive Officer and President

11/03/2010

__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) Represents the weighted average sale price. The highest price at which shares were sold was \$164.26 and the lowest price at which shares were sold was \$163.54.
- (3) Represents the weighted average sale price. The highest price at which shares were sold was \$163.53 and the lowest price at which shares were sold was \$162.54.
- (4) Represents the weighted average sale price. The highest price at which shares were sold was \$162.53 and the lowest price at which shares were sold was \$161.54.
- (5) Represents the weighted average sale price. The highest price at which shares were sold was \$165.89 and the lowest price at which shares were sold was \$164.90.
- (6) Represents the weighted average sale price. The highest price at which shares were sold was \$164.89 and the lowest price at which shares were sold was \$163.90.
- (7) Represents the weighted average sale price. The highest price at which shares were sold was \$163.89 and the lowest price at which shares were sold was \$163.39.

Remarks:

REMARKS:

The reporting person undertakes to provide, upon request by the staff of the SEC, the issuer, or a security holder of the issuer,

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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