

WILSON L MICHELLE
 Form 4
 November 17, 2010

FORM 4

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

OMB APPROVAL

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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 *
WILSON L MICHELLE

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)
11/15/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

P.O. BOX 81226

 (Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

Senior Vice President

SEATTLE, WA 98108-1226

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

(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 (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock, par value \$0.01 per share	11/15/2010		M		11,003	A	\$ 0
Common Stock, par value \$0.01 per share	11/15/2010		S ⁽¹⁾		1,650	D	\$ 165.16
Common Stock, par value \$0.01 per share	11/15/2010		S ⁽¹⁾		500	D	\$ 163.478

value
\$.01 per
share

Common
Stock, par
value 11/15/2010
\$.01 per
share

S⁽¹⁾ 1,200 D \$ 162.3908 27,654 D
(3)

Common
Stock, par
value 11/15/2010
\$.01 per
share

S⁽¹⁾ 4,053 D \$ 161.2485 23,601 D
(4)

Common
Stock, par
value 11/15/2010
\$.01 per
share

S⁽¹⁾ 3,600 D \$ 160.5481 20,001 D
(5)

Common
Stock, par
value
\$.01 per
share

467.825 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 Security (Instr. 3 and 4)
Restricted Stock Unit Award	\$ 0 ⁽⁶⁾	11/15/2010		M	11,003	05/15/2008 ⁽⁷⁾ 02/15/2011	Common Stock, par value

