

WILKE JEFFREY A
 Form 4
 May 05, 2008

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 *
WILKE JEFFREY A

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

05/01/2008

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 Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(D)	Price			
Common Stock, par value \$0.01 per share	05/01/2008		M		17,186	A	\$ 7.93	47,186	D	
Common Stock, par value \$0.01 per share	05/01/2008		S ⁽¹⁾		17,186	D	\$ 80	30,000	D	
Common Stock, par	05/02/2008		M		10,940	A	\$ 7.93	40,940	D	

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value \$.01 per share								
Common Stock, par value \$.01 per share	05/02/2008	<u>S⁽¹⁾</u>	480	D	\$ 81.01	40,460	D	
Common Stock, par value \$.01 per share	05/02/2008	<u>S⁽¹⁾</u>	1,520	D	\$ 81	38,940	D	
Common Stock, par value \$.01 per share	05/02/2008	<u>S⁽¹⁾</u>	3,339	D	\$ 80.5	35,601	D	
Common Stock, par value \$.01 per share	05/02/2008	<u>S⁽¹⁾</u>	5,000	D	\$ 80.3	30,601	D	
Common Stock, par value \$.01 per share	05/02/2008	<u>S⁽¹⁾</u>	100	D	\$ 80.03	30,501	D	
Common Stock, par value \$.01 per share	05/02/2008	<u>S⁽¹⁾</u>	100	D	\$ 80.02	30,401	D	
Common Stock, par value \$.01 per share	05/02/2008	<u>S⁽¹⁾</u>	101	D	\$ 80.01	30,300	D	
Common Stock, par value \$.01 per share	05/02/2008	<u>S⁽¹⁾</u>	300	D	\$ 80	30,000	D	
Common Stock, par value						372,681	I	Held by the reporting person's

\$.01 per share

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 Security (Instr. 3 and 4)	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 7.93	05/01/2008		M	17,186	02/14/2002 ⁽²⁾ 09/06/2011	Common Stock	17,186
Employee Stock Option (Right to Buy)	\$ 7.93	05/02/2008		M	10,940	02/14/2002 ⁽²⁾ 09/06/2011	Common Stock	10,940

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

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

Senior Vice President

Signatures

/s/ Jeffrey A. Wilke, Senior Vice
President

05/02/2008

**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) This option vests at the rate of 4.08% on February 14, 2002, 4.08% on February 14, 2003, and 4.592% per quarter thereafter until fully vested on February 14, 2008.

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.