

AMAZON COM INC  
Form 4  
May 19, 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 \*  
**WILSON L MICHELLE**

(Last) (First) (Middle)

P.O. BOX 81226

(Street)

SEATTLE, WA 98108-1226

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**AMAZON COM INC [AMZN]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**05/15/2008**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Senior Vice President**

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

**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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock, par value \$0.01 per share	05/15/2008		M		2,165	A	\$ 0
					21,065	D	
Common Stock, par value \$0.01 per share	05/15/2008		M		3,013	A	\$ 0
					24,078	D	
Common Stock, par value \$0.01 per share	05/15/2008		M		8,326	A	\$ 0
					32,404	D	

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value  
\$.01 per  
share

Common  
Stock, par  
value 05/15/2008  
\$.01 per  
share

S<sup>(1)</sup> 5,400 D \$ 74.6285 27,004 D  
(2)

Common  
Stock, par  
value 05/19/2008  
\$.01 per  
share

S<sup>(1)</sup> 4,052 D \$ 80 22,952 D

Common  
Stock, par  
value  
\$.01 per  
share

377.026 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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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)	Amount or Number of Shares
Restricted Stock Unit Award	\$ 0 <sup>(3)</sup>	05/15/2008		M	2,165	05/15/2008 <sup>(4)</sup> 02/15/2009	Common Stock, par value \$.01 per share	2,165
Restricted Stock Unit	\$ 0 <sup>(3)</sup>	05/15/2008		M	3,013	05/15/2008 <sup>(5)</sup> 02/15/2010	Common Stock, par	3,013

Award								value \$.01 per share
Restricted Stock Unit Award	\$ 0 <sup>(3)</sup>	05/15/2008	M	8,326	05/15/2008 <sup>(6)</sup>	02/15/2011	Common Stock, par value	8,326 \$.01 per share

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WILSON L MICHELLE P.O. BOX 81226 SEATTLE, WA 98108-1226			Senior Vice President	

## Signatures

/s/ L. Michelle Wilson, Senior Vice President, General Counsel and Secretary 05/19/2008

\_\_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) Represents the weighted average sale price. The highest price at which shares were sold was \$75.20 and the lowest price at which shares were sold was \$73.71.
  - (3) Converts into Common Stock on a one-for-one basis.  
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: 25.00% on May 15, 2008 and an additional 25.00% upon completion of each 3-month period of employment thereafter through February 15, 2009.
  - (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: 18.75% on May 15, 2008 and an additional 18.75% upon completion of each 3-month period of employment thereafter through February 15, 2009; 6.25% on May 15, 2009 and an additional 6.25% upon completion of each 3-month period thereafter through February 15, 2010.
  - (6) 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: 6.75% on May 15, 2008 and an additional 6.75% upon completion of each 3-month period of employment thereafter through February 15, 2009; 9.33% on May 15, 2009 and an additional 9.33% upon completion of each 3-month period thereafter through February 15, 2010; 8.92% on May 15, 2010 and an additional 8.92% upon completion of each 3-month period thereafter through February 15, 2011.

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.