

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 *
Kessel Steven

(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 Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (D) | Price |
| Common Stock, par value \$0.01 per share | 05/15/2008 | | M | | 1,360 | A | \$ 0 |
| Common Stock, par value \$0.01 per share | 05/15/2008 | | M | | 8,925 | A | \$ 0 |
| Common Stock, par value \$0.01 per share | 05/15/2008 | | S ⁽¹⁾ | | 700 | D | \$ 73.55 |
| | | | | | 9,585 | D | |

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| | | | | | | | |
|-------------------------------|------------|-------------|-------|---|----------|-------|---|
| value \$.01 per share | | | | | | | |
| Common Stock, par value | 05/15/2008 | <u>S(1)</u> | 200 | D | \$ 73.56 | 9,385 | D |
| \$.01 per share | | | | | | | |
| Common Stock, par value | 05/15/2008 | <u>S(1)</u> | 100 | D | \$ 73.62 | 9,285 | D |
| \$.01 per share | | | | | | | |
| Common Stock, par value | 05/15/2008 | <u>S(1)</u> | 200 | D | \$ 73.63 | 9,085 | D |
| \$.01 per share | | | | | | | |
| Common Stock, par value | 05/15/2008 | <u>S(1)</u> | 300 | D | \$ 73.64 | 8,785 | D |
| \$.01 per share | | | | | | | |
| Common Stock, par value | 05/15/2008 | <u>S(1)</u> | 200 | D | \$ 73.65 | 8,585 | D |
| \$.01 per share | | | | | | | |
| Common Stock, par value | 05/15/2008 | <u>S(1)</u> | 200 | D | \$ 73.68 | 8,385 | D |
| \$.01 per share | | | | | | | |
| Common Stock, par value | 05/15/2008 | <u>S(1)</u> | 1,100 | D | \$ 73.69 | 7,285 | D |
| \$.01 per share | | | | | | | |
| Common Stock, par value | 05/15/2008 | <u>S(1)</u> | 600 | D | \$ 73.7 | 6,685 | D |
| \$.01 per share | | | | | | | |
| Common Stock, par value | 05/15/2008 | <u>S(1)</u> | 770 | D | \$ 73.71 | 5,915 | D |

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|-------------------------------|------------|------------------------|-----|---|----------|-------|---|
| Common Stock, par value | 05/15/2008 | <u>S⁽¹⁾</u> | 200 | D | \$ 73.74 | 5,715 | D |
| \$.01 per share | | | | | | | |
| Common Stock, par value | 05/15/2008 | <u>S⁽¹⁾</u> | 966 | D | \$ 73.76 | 4,749 | D |
| \$.01 per share | | | | | | | |
| Common Stock, par value | 05/15/2008 | <u>S⁽¹⁾</u> | 200 | D | \$ 73.77 | 4,549 | D |
| \$.01 per share | | | | | | | |
| Common Stock, par value | 05/15/2008 | <u>S⁽¹⁾</u> | 34 | D | \$ 73.78 | 4,515 | D |
| \$.01 per share | | | | | | | |
| Common Stock, par value | 05/15/2008 | <u>S⁽¹⁾</u> | 100 | D | \$ 73.8 | 4,415 | D |
| \$.01 per share | | | | | | | |
| Common Stock, par value | 05/15/2008 | <u>S⁽¹⁾</u> | 300 | D | \$ 73.81 | 4,115 | D |
| \$.01 per share | | | | | | | |
| Common Stock, par value | 05/15/2008 | <u>S⁽¹⁾</u> | 200 | D | \$ 73.83 | 3,915 | D |
| \$.01 per share | | | | | | | |
| Common Stock, par value | 05/15/2008 | <u>S⁽¹⁾</u> | 423 | D | \$ 73.86 | 3,492 | D |
| \$.01 per share | | | | | | | |
| Common Stock, par value | 05/15/2008 | <u>S⁽¹⁾</u> | 77 | D | \$ 73.87 | 3,415 | D |
| \$.01 per share | | | | | | | |

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| | | | | | | | | |
|---|------------|--------------|-----|---|--------------|---------|--|---|
| share | | | | | | | | |
| Common Stock, par value \$.01 per share | 05/15/2008 | <u>S</u> (1) | 300 | D | \$ 73.89 | 3,115 | | D |
| Common Stock, par value \$.01 per share | 05/15/2008 | <u>S</u> (1) | 700 | D | \$ 73.9 | 2,415 | | D |
| Common Stock, par value \$.01 per share | 05/15/2008 | <u>S</u> (1) | 500 | D | \$ 73.94 | 1,915 | | D |
| Common Stock, par value \$.01 per share | 05/15/2008 | <u>S</u> (1) | 615 | D | \$ 73.95 | 1,300 | | D |
| Common Stock, par value \$.01 per share | 05/15/2008 | <u>S</u> (1) | 200 | D | \$ 74 | 1,100 | | D |
| Common Stock, par value \$.01 per share | 05/15/2008 | <u>S</u> (1) | 100 | D | \$ 74.102 | 1,000 | | D |
| Common Stock, par value \$.01 per share | 05/15/2008 | <u>S</u> (1) | 600 | D | \$ 74.13 | 400 | | D |
| Common Stock, par value \$.01 per share | 05/15/2008 | <u>S</u> (1) | 400 | D | \$ 74.14 | 0 | | D |
| Common Stock, par value \$.01 per share | | | | | | 296.402 | | 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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(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 ⁽²⁾ | 05/15/2008 | | M | 1,360 | 01/09/2006 ⁽³⁾ 02/15/2009 | Common Stock, par value \$.01 per share | 1,360 |
| Restricted Stock Unit Award | \$ 0 ⁽²⁾ | 05/15/2008 | | M | 8,925 | 11/15/2006 ⁽⁴⁾ 02/15/2010 | Common Stock, par value \$.01 per share | 8,925 |

Reporting Owners

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

Signatures

/s/ Steven Kessel, Senior Vice President
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) Converts into Common Stock on a one-for one basis.

25% of this award was vested at the time the reporting person filed their Form 3, and subject to the reporting person's continued employment with the issuer, will vest and convert into shares of common stock of the issuer at the rate of 7.50% on November 15, 2006 and an additional 7.50% for each 3-month period thereafter through February 15, 2009.

Subject to the reporting person's continued employment with the issuer 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, this award vests and converts into shares of common stock at the rate of 10.00% on November 15, 2006, 5.87% on May 15, 2007, 5.83% on August 15, 2007 and an additional 5.83% for each 3-month period thereafter through February 15, 2008, 8.33% on May 15, 2008 and an additional 8.33% for each 3-month period thereafter through February 15, 2010.

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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