

WILSON L MICHELLE
 Form 4
 May 16, 2012

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)
05/15/2012

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

P.O. BOX 81226

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) or Price (A) | | | |
| Common Stock, par value \$0.01 per share | 05/15/2012 | | M | | 6,250 | A | \$ 0 26,251 | D |
| Common Stock, par value \$0.01 per share | 05/15/2012 | | S ⁽¹⁾ | | 500 | D | \$ 226.894 ⁽²⁾ 25,751 | D |
| Common Stock, par value \$0.01 per share | 05/15/2012 | | S ⁽¹⁾ | | 800 | D | \$ 227.8402 24,951 | D |

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| | | | | | | | | |
|-------------------------|------------|------|-------|---|-------------|---------|---|---|
| value | | | | | (3) | | | |
| \$.01 per share | | | | | | | | |
| Common Stock, par value | 05/15/2012 | S(1) | 1,200 | D | \$ 228.9667 | 23,751 | D | |
| \$.01 per share | | | | | (4) | | | |
| Common Stock, par value | 05/15/2012 | S(1) | 1,250 | D | \$ 229.968 | 22,501 | D | |
| \$.01 per share | | | | | (5) | | | |
| Common Stock, par value | | | | | | 492.602 | I | Held by the reporting person's Amazon.com 401(k) plan account |
| \$.01 per share | | | | | | | | |

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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(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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Unit Award | \$ 0 (6) | 05/15/2012 | | M | 6,250 | 05/15/2011(7) | 02/15/2014 | Common Stock, par value \$.01 per share | 6,250 |

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

05/16/2012

__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 \$227.46 and the lowest price at which shares were sold was \$226.50.
- (3) Represents the weighted average sale price. The highest price at which shares were sold was \$228.00 and the lowest price at which shares were sold was \$227.53.
- (4) Represents the weighted average sale price. The highest price at which shares were sold was \$229.49 and the lowest price at which shares were sold was \$228.67.
- (5) Represents the weighted average sale price. The highest price at which shares were sold was \$230.48 and the lowest price at which shares were sold was \$229.56.
- (6) Converts into Common Stock on a one-for-one basis.
- (7) 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: 7,500 shares on each of May 15, 2011, August 15, 2011, November 15, 2011 and February 15, 2012; 6,250 shares on each of May 15, 2012, August 15, 2012, November 15, 2012 and February 15, 2013 and 5,000 shares on each of May 15, 2013, August 15, 2013, November 15, 2013 and February 15, 2014.

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. 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.