

VALENTINE H BRIAN  
Form 4  
September 18, 2012

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
VALENTINE H BRIAN

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)  
P.O. BOX 81226

3. Date of Earliest Transaction (Month/Day/Year)  
09/18/2012

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

(Street)  
SEATTLE, WA 98108-1226

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

(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 | 09/18/2012                           |  | M                              |   | 80,000  | A  | \$ 0                              |
| Common Stock, par value \$0.01 per share | 09/18/2012                           |  | S <sup>(1)</sup>               |   | 1,900   | D  | \$ 257.5353                       |
| Common Stock, par value \$0.01 per share | 09/18/2012                           |  | S <sup>(1)</sup>               |   | 1,721   | D  | \$ 258.6072                       |



## Reporting Owners

| Reporting Owner Name / Address                                | Relationships |           |                       |       |
|---|---------------|-----------|-----------------------|-------|
|   | Director      | 10% Owner | Officer               | Other |
| VALENTINE H BRIAN<br>P.O. BOX 81226<br>SEATTLE, WA 98108-1226 |               |           | Senior Vice President |       |

## Signatures

/s/ by Michael D. Deal as attorney-in-fact for H. Brian Valentine, Senior Vice President

09/18/2012

\_\_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 \$258.04 and the lowest price at which shares were sold was \$257.07.
- (3) Represents the weighted average sale price. The highest price at which shares were sold was \$259.04 and the lowest price at which shares were sold was \$258.20.
- (4) Represents the weighted average sale price. The highest price at which shares were sold was \$260.06 and the lowest price at which shares were sold was \$259.08.
- (5) Represents the weighted average sale price. The highest price at which shares were sold was \$260.32 and the lowest price at which shares were sold was \$260.09.
- (6) Converts into Common Stock on a one-for-one basis.
- (7) This award vested 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: 80,000 shares on each of September 18, 2008, September 18, 2009, September 18, 2010, September 18, 2011 and September 18, 2012.

### 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,

Exhibit 24

### Substitution Power of Attorney

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.