

WILSON L MICHELLE  
 Form 4  
 November 16, 2005

**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**

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**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**11/14/2005**

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

**SEATTLE, WA 98108-1226**  
 (City) (State) (Zip)

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

**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) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock, par value \$0.01 per share | 11/14/2005                           |  | M                              | 25,002 A  | \$ 7.93 57,202  | D  |   |
| Common Stock, par value \$0.01 per share | 11/14/2005                           |  | S <sup>(1)</sup>               | 25,002 D  | \$ 42.6229 32,200   | D  |   |
| Common Stock, par value \$0.01 per share | 11/15/2005                           |  | M                              | 12,500 A  | \$ 7.93 44,700  | D  |   |

value  
\$.01 per  
share

Common  
Stock, par  
value 11/15/2005  
\$.01 per  
share

S<sup>(1)</sup> 12,500 D \$ 45.0922 32,200 D  
(3)

Common  
Stock, par  
value  
\$.01 per  
share

217.827 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 Security (Instr. 3 and 4) | Amount or Number of Shares |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                      | Amount or Number of Shares |
| Employee Stock Option (Right to Buy)       | \$ 7.93  | 11/14/2005                           |  | M                              | 25,002  | 02/14/2002 <sup>(4)</sup>                                | 09/06/2011  | Common Stock               | 25,002                     |
| Employee Stock Option (Right to Buy)       | \$ 7.93  | 11/15/2005                           |  | M                              | 12,500  | 02/14/2002 <sup>(4)</sup>                                | 09/06/2011  | Common Stock               | 12,500                     |

## Reporting Owners

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

## Signatures

/s/ Michael Deal, attorney-in-fact for L. Michelle Wilson, Senior Vice President, General Counsel and Secretary

11/16/2005

\_\_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 \$42.92 and the lowest price at which shares were sold was \$42.44.
- (3) Represents the weighted average sale price. The highest price at which shares were sold was \$45.23 and the lowest price at which shares were sold was \$45.03.
- (4) This option vests at the rate of 5.88% on February 14, 2002, 5.88% on February 14, 2003, and 4.41% 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.