WILKE JEFFREY A

Form 4

November 18, 2008

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB APPROVAL

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if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

may continue.

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

Common 11/15/2008

Stock, par

	•										
			2. Issuer Name and Ticker or Trading Symbol AMAZON COM INC [AMZN]					5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)						(Check all applicable)			
(Last)	(First)	(Middle)	/Day/Year))11		Director	1	0% Owner		
P.O. BOX 81226 11/15/				•				XOfficer (give titleOther (specify below) Senior Vice President			
	(Street)		4. If Ar	nendment, l	Date Origi	nal		6. Individual or Joint/Group Filing(Check			
Filed(M				l(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
SEATTLE	E, WA 98108-122	6						Person			
(City)	(State)	(Zip)	Ta	ble I - Non	-Derivativ	ve Sec	curities Acq	uired, Disposed (of, or Benefic	cially Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any	xecution Date, if		3. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Common Stock, par value \$.01 per share	11/15/2008			M	4,331	A	\$ 0	55,863	D		
Common Stock, par value \$.01 per share	11/15/2008			M	5,019	A	\$ 0	60,882	D		

M

8,335 A

\$0

69,217

D

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value \$.01 per share									
Common Stock, par value \$.01 per share	11/17/2008	S <u>(1)</u>	6,000	D	\$ 40.4872 (2)	63,217	D		
Common Stock, par value \$.01 per share	11/17/2008	S <u>(1)</u>	719	D	\$ 39.8495 (3)	62,498	D		
Common Stock, par value \$.01 per share						386.57	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.									
			Persinfo info required disp	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.					

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

5. Number

6. Date Exercisable and

3. Transaction Date 3A. Deemed

1. Title of

Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transaction Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Expiration Date (Month/Day/Year	Underlying Securities (Instr. 3 and 4)			
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amoun or Number of Shares
Restricted Stock Unit Award	\$ 0 (4)	11/15/2008		M		4,331	05/15/2008(5)	02/15/2009	Common Stock, par value \$.01 per share	4,331
Restricted Stock Unit	\$ 0 (4)	11/15/2008		M		5,019	05/15/2008(6)	02/15/2010	Common Stock, par	5,019

7. Title and Amount of

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Award value \$.01 per share Common Restricted Stock, par \$ 0 (4) 8,335 05/15/2008⁽⁷⁾ 02/15/2011 Stock Unit 11/15/2008 M value Award \$.01 per share

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

WILKE JEFFREY A P.O. BOX 81226 SEATTLE, WA 98108-1226

Senior Vice President

8,335

Signatures

/s/ Jeffrey A. Wilke, Senior Vice President

11/18/2008

**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.
- Represents the weighted average sale price. The highest price at which shares were sold was \$41.07 and the lowest price at which shares (2) were sold was \$40.12. The reporting person undertakes to provide, upon request by the staff of the SEC, the issuer, or a security holder of the issuer, full information regarding the number of shares transacted at each price.
- Represents the weighted average sale price. The highest price at which shares were sold was \$40.04 and the lowest price at which shares (3) were sold was \$39.61. The reporting person undertakes to provide, upon request by the staff of the SEC, the issuer, or a security holder of the issuer, full information regarding the number of shares transacted at each price.
- (4) 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 (5) 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.
- 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.
 - 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: 3.88% on May 15, 2008 and an additional 3.88%
- (7) upon completion of each 3-month period of employment thereafter through February 15, 2009; 7.04% on May 15, 2009 and an additional 7.04% upon completion of each 3-month period thereafter through February 15, 2010; 14.08% on May 15, 2010 and an additional 14.08% 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.

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