

SZKUTAK THOMAS J
Form 4
August 01, 2011

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 *
SZKUTAK THOMAS J

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)
08/01/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Senior Vice President and CFO

(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 Indirect Beneficial Ownership (Instr. 4) | |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|---|
| | | | | (A) or (D) | Price | | | |
| Common Stock, par value \$0.01 per share | 08/01/2011 | | S ⁽¹⁾ | 2,600 | D | \$ 226.4954 | 49,400 | D |
| | | | | | | (2) | | |
| Common Stock, par value \$0.01 per share | 08/01/2011 | | S ⁽¹⁾ | 2,500 | D | \$ 225.646 | 46,900 | D |
| | | | | | | (3) | | |
| Common Stock, par value \$0.01 per share | 08/01/2011 | | S ⁽¹⁾ | 600 | D | \$ 224.71 | 46,300 | D |
| | | | | | | (4) | | |

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value
\$.01 per
share

Common
Stock, par
value 08/01/2011
\$.01 per
share

S⁽¹⁾ 4,093 D \$ 223.2031 42,207 D
(5)

Common
Stock, par
value 08/01/2011
\$.01 per
share

S⁽¹⁾ 4,200 D \$ 222.4133 38,007 D
(6)

Common
Stock, par
value 08/01/2011
\$.01 per
share

S⁽¹⁾ 3,795 D \$ 221.5794 34,212 D
(7)

Common
Stock, par
value 08/01/2011
\$.01 per
share

S⁽¹⁾ 900 D \$ 220.2756 33,312 D
(8)

Common
Stock, par
value 08/01/2011
\$.01 per
share

S⁽¹⁾ 897 D \$ 219.53 32,415 D
(9)

Common
Stock, par
value 08/01/2011
\$.01 per
share

S⁽¹⁾ 415 D \$ 218.6723 32,000 D
(10)

Common
Stock, par
value
\$.01 per
share

442.487 I

Held by the
reporting
person's
Amazon.com
401(k)
account

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.

SEC 1474
(9-02)

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SZKUTAK THOMAS J P.O. BOX 81226 SEATTLE, WA 98108-1226 | | | Senior Vice President and CFO | |

Signatures

/s/ L. MICHELLE WILSON, attorney-in-fact for THOMAS J. SZKUTAK, Senior Vice President and CFO 08/01/2011

__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 \$227.10 and the lowest price at which shares were sold was \$226.16.
- (3) Represents the weighted average sale price. The highest price at which shares were sold was \$226.10 and the lowest price at which shares were sold was \$225.33.
- (4) Represents the weighted average sale price. The highest price at which shares were sold was \$224.97 and the lowest price at which shares were sold was \$224.50.
- (5) Represents the weighted average sale price. The highest price at which shares were sold was \$223.91 and the lowest price at which shares were sold was \$222.92.
- (6) Represents the weighted average sale price. The highest price at which shares were sold was \$222.89 and the lowest price at which shares were sold was \$221.93.
- (7) Represents the weighted average sale price. The highest price at which shares were sold was \$221.87 and the lowest price at which shares were sold was \$221.04.
- (8)

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Represents the weighted average sale price. The highest price at which shares were sold was \$220.84 and the lowest price at which shares were sold was \$219.98.

- (9) Represents the weighted average sale price. The highest price at which shares were sold was \$219.85 and the lowest price at which shares were sold was \$219.29.
- (10) Represents the weighted average sale price. The highest price at which shares were sold was \$218.95 and the lowest price at which shares were sold was \$218.40.

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

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.

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