

AMAZON COM INC  
Form 3  
September 18, 2006

# FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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## INITIAL STATEMENT OF 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 \*

Â Kessel Steven

(Last)

(First)

(Middle)

2. Date of Event Requiring  
Statement

(Month/Day/Year)

09/07/2006

3. Issuer Name **and** Ticker or Trading Symbol  
AMAZON COM INC [AMZN]

4. Relationship of Reporting  
Person(s) to Issuer

5. If Amendment, Date Original  
Filed(Month/Day/Year)

P.O. BOX 81226

(Street)

(Check all applicable)

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

6. Individual or Joint/Group  
Filing(Check Applicable Line)  
\_\_X\_\_ Form filed by One Reporting  
Person  
\_\_\_\_ Form filed by More than One  
Reporting Person

SEATTLE,Â WAÂ 98108-1226

(City)

(State)

(Zip)

### Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security  
(Instr. 4)

2. Amount of Securities  
Beneficially Owned  
(Instr. 4)

3. Ownership  
Form:  
Direct (D)  
or Indirect  
(I)  
(Instr. 5)

4. Nature of Indirect Beneficial  
Ownership  
(Instr. 5)

Common Stock, par value \$.01 per share

213.227

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.

SEC 1473 (7-02)

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information contained in this form are not  
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### Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative  
Security  
(Instr. 4)

2. Date Exercisable and  
Expiration Date  
(Month/Day/Year)

Date Exercisable

3. Title and Amount of  
Securities Underlying  
Derivative Security  
(Instr. 4)

Title

4. Conversion  
or Exercise  
Price of  
Derivative  
Security

5. Ownership  
Form of  
Derivative  
Security:  
Direct (D)

6. Nature of Indirect  
Beneficial  
Ownership  
(Instr. 5)

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		Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Employee Stock Option (Right to Buy)	09/06/2002 <sup>(1)</sup>	09/06/2011	Common Stock	7,500	\$ 7.93	D	Â
Employee Stock Option (Right to Buy)	04/01/2003 <sup>(2)</sup>	09/06/2011	Common Stock	6,250	\$ 7.93	D	Â
Restricted Stock Unit Award	10/01/2003 <sup>(3)</sup>	10/01/2008	Common Stock	4,621	\$ 0 <sup>(8)</sup>	D	Â
Restricted Stock Unit Award	01/09/2006 <sup>(4)</sup>	02/15/2009	Common Stock	13,593	\$ 0 <sup>(8)</sup>	D	Â
Restricted Stock Unit Award	04/14/2006 <sup>(5)</sup>	02/15/2008	Common Stock	6,497	\$ 0 <sup>(8)</sup>	D	Â
Restricted Stock Unit Award	11/15/2006 <sup>(6)</sup>	02/15/2010	Common Stock	107,095	\$ 0 <sup>(8)</sup>	D	Â
Restricted Stock Unit Award	05/15/2009 <sup>(7)</sup>	02/15/2011	Common Stock	76,522	\$ 0 <sup>(8)</sup>	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kessel Steven P.O. BOX 81226 SEATTLE, WA 98108-1226	Â	Â	Â Senior Vice President	Â

## Signatures

Steven Kessel, Senior Vice  
President 09/15/2006

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 5(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) Fully vested.

(2) Fully vested.

(3) Vested as to 4,621 units, with the remaining 4,621 units currently unvested. This award vests at the rate of 20.00% on October 1, 2006, 20.00% on October 1, 2007 and 10.00% on October 1, 2008.

(4) Vested as to 4,531 shares, with the remaining 13,593 units currently unvested. This award vests at the rate of 7.50% on November 15, 2006 and an additional 7.50% for each 3-month period thereafter through February 15, 2009.

(5) Vested as to 2,165 shares, with the remaining 6,497 units currently unvested. This award vests at the rate of 12.50% on November 15, 2006 and an additional 12.50% for each 3-month period thereafter through February 15, 2008.

(6) Vests at the rate of 10.00% on November 15, 2006, 5.87% on May 15, 2007, 5.83% on August 15, 2007 and an additional 5.83% for each 3-month period thereafter through February 15, 2008, 8.33% on May 15, 2008 and an additional 8.33% for each 3-month period thereafter through February 15, 2010.

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- (7) Vests at the rate of 5.45% on May 15, 2009 and an additional 5.45% for each 3-month period thereafter through February 15, 2010, 19.55% on May 15, 2010 and an additional 19.55% for each 3-month period thereafter through February 15, 2011.
- (8) Converts into Common Stock on a one-for-one basis.

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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