

AMAZON COM INC

Form 4

May 19, 2008

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Kessel Steven

(Last) (First) (Middle)

P.O. BOX 81226

(Street)

SEATTLE, WA 98108-1226

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/15/2008

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify
below) 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

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 \$.01 per share	05/15/2008		M	1,360 A \$ 0	1,360	D	
Common Stock, par value \$.01 per share	05/15/2008		M	8,925 A \$ 0	10,285	D	
Common Stock, par	05/15/2008		S ⁽¹⁾	700 D \$ 73.55	9,585	D	

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value

\$.01 per
share

Common
Stock, par

value 05/15/2008

S⁽¹⁾

200

D

\$ 73.56 9,385

D

\$.01 per
share

Common
Stock, par

value 05/15/2008

S⁽¹⁾

100

D

\$ 73.62 9,285

D

\$.01 per
share

Common
Stock, par

value 05/15/2008

S⁽¹⁾

200

D

\$ 73.63 9,085

D

\$.01 per
share

Common
Stock, par

value 05/15/2008

S⁽¹⁾

300

D

\$ 73.64 8,785

D

\$.01 per
share

Common
Stock, par

value 05/15/2008

S⁽¹⁾

200

D

\$ 73.65 8,585

D

\$.01 per
share

Common
Stock, par

value 05/15/2008

S⁽¹⁾

200

D

\$ 73.68 8,385

D

\$.01 per
share

Common
Stock, par

value 05/15/2008

S⁽¹⁾

1,100

D

\$ 73.69 7,285

D

\$.01 per
share

Common
Stock, par

value 05/15/2008

S⁽¹⁾

600

D

\$ 73.7 6,685

D

\$.01 per
share

Common
Stock, par

value 05/15/2008

S⁽¹⁾

770

D

\$ 73.71 5,915

D

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\$.01 per
share

Common
Stock, par

value 05/15/2008

S⁽¹⁾

200

D

\$ 73.74 5,715

D

\$.01 per
share

Common
Stock, par

value 05/15/2008

S⁽¹⁾

966

D

\$ 73.76 4,749

D

\$.01 per
share

Common
Stock, par

value 05/15/2008

S⁽¹⁾

200

D

\$ 73.77 4,549

D

\$.01 per
share

Common
Stock, par

value 05/15/2008

S⁽¹⁾

34

D

\$ 73.78 4,515

D

\$.01 per
share

Common
Stock, par

value 05/15/2008

S⁽¹⁾

100

D

\$ 73.8 4,415

D

\$.01 per
share

Common
Stock, par

value 05/15/2008

S⁽¹⁾

300

D

\$ 73.81 4,115

D

\$.01 per
share

Common
Stock, par

value 05/15/2008

S⁽¹⁾

200

D

\$ 73.83 3,915

D

\$.01 per
share

Common
Stock, par

value 05/15/2008

S⁽¹⁾

423

D

\$ 73.86 3,492

D

\$.01 per
share

Common 05/15/2008

S⁽¹⁾

77

D

\$ 73.87 3,415

D

Stock, par
value

\$.01 per

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share									
Common Stock, par value \$.01 per share	05/15/2008	<u>S(1)</u>	300	D	\$ 73.89	3,115	D		
Common Stock, par value \$.01 per share	05/15/2008	<u>S(1)</u>	700	D	\$ 73.9	2,415	D		
Common Stock, par value \$.01 per share	05/15/2008	<u>S(1)</u>	500	D	\$ 73.94	1,915	D		
Common Stock, par value \$.01 per share	05/15/2008	<u>S(1)</u>	615	D	\$ 73.95	1,300	D		
Common Stock, par value \$.01 per share	05/15/2008	<u>S(1)</u>	200	D	\$ 74	1,100	D		
Common Stock, par value \$.01 per share	05/15/2008	<u>S(1)</u>	100	D	\$ 74.102	1,000	D		
Common Stock, par value \$.01 per share	05/15/2008	<u>S(1)</u>	600	D	\$ 74.13	400	D		
Common Stock, par value \$.01 per share	05/15/2008	<u>S(1)</u>	400	D	\$ 74.14	0	D		
Common Stock, par value \$.01 per share						296.402	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 (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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Unit Award	\$ 0 ⁽²⁾	05/15/2008		M	1,360	01/09/2006 ⁽³⁾ 02/15/2009	Common Stock, par value \$.01 per share 1,360
Restricted Stock Unit Award	\$ 0 ⁽²⁾	05/15/2008		M	8,925	11/15/2006 ⁽⁴⁾ 02/15/2010	Common Stock, par value \$.01 per share 8,925

Reporting Owners

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

Signatures

/s/ Steven Kessel, Senior Vice
President 05/19/2008

__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.

(2) Converts into Common Stock on a one-for one basis.

25% of this award was vested at the time the reporting person filed their Form 3, and subject to the reporting person's continued

(3) employment with the issuer, will vest and convert into shares of common stock of the issuer 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.

Subject to the reporting person's continued employment with the issuer 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, this award vests and converts into shares

(4) of common stock 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.

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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