

BEZOS JEFFREY P
Form 4
May 05, 2010

FORM 4

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

OMB APPROVAL

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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 *
BEZOS JEFFREY P

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)

3. Date of Earliest Transaction (Month/Day/Year)
05/03/2010

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

Chairman, CEO and President

P.O. BOX 81226

(Street)

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

SEATTLE, WA 98108-1226

(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	05/03/2010		S ⁽¹⁾	183,918	D	\$ 138.7944	91,974,109 D
						(2)	
Common Stock, par value \$0.01 per share	05/03/2010		S ⁽¹⁾	312,089	D	\$ 137.8226	91,662,020 D
						(3)	
Common Stock, par value \$0.01 per share	05/03/2010		S ⁽¹⁾	303,393	D	\$ 137.0674	91,358,627 D

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value					<u>(4)</u>		
\$.01 per share							
Common Stock, par value	05/03/2010	<u>S(1)</u>	600	D	\$ 136.3283	91,358,027	D
\$.01 per share					<u>(5)</u>		
Common Stock, par value	05/04/2010	<u>S(1)</u>	1,361	D	\$ 134.7786	91,356,666	D
\$.01 per share					<u>(6)</u>		
Common Stock, par value	05/04/2010	<u>S(1)</u>	79,439	D	\$ 133.8369	91,277,227	D
\$.01 per share					<u>(7)</u>		
Common Stock, par value	05/04/2010	<u>S(1)</u>	132,987	D	\$ 132.7867	91,144,240	D
\$.01 per share					<u>(8)</u>		
Common Stock, par value	05/04/2010	<u>S(1)</u>	136,420	D	\$ 132.0598	91,007,820	D
\$.01 per share					<u>(9)</u>		
Common Stock, par value	05/04/2010	<u>S(1)</u>	60,342	D	\$ 130.7147	90,947,478	D
\$.01 per share					<u>(10)</u>		
Common Stock, par value	05/04/2010	<u>S(1)</u>	173,871	D	\$ 129.795	90,773,607	D
\$.01 per share					<u>(11)</u>		
Common Stock, par value	05/04/2010	<u>S(1)</u>	215,580	D	\$ 128.9543	90,558,027	D
\$.01 per share					<u>(12)</u>		
Common Stock, par value	05/05/2010	<u>S(1)</u>	136,322	D	\$ 130.8538	90,421,705	D
value					<u>(13)</u>		

\$.01 per share

Common Stock, par value 05/05/2010 S⁽¹⁾ 196,617 D \$ 130.3117 90,225,088 D
\$.01 per share (14)

Common Stock, par value 05/05/2010 S⁽¹⁾ 47,561 D \$ 129.1502 90,177,527 D
\$.01 per share (15)

Common Stock, par value 05/05/2010 S⁽¹⁾ 19,500 D \$ 128.3093 90,158,027 D
\$.01 per share (16)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
	X	X	Chairman, CEO and President	

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

Signatures

/s/ Elizabeth Korrell, attorney-in-fact for Jeffrey P. Bezos, Chairman of the Board, Chief Executive Officer and President

05/05/2010

__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 \$139.41 and the lowest price at which shares were sold was \$138.42.
- (3) Represents the weighted average sale price. The highest price at which shares were sold was \$138.41 and the lowest price at which shares were sold was \$137.42.
- (4) Represents the weighted average sale price. The highest price at which shares were sold was \$137.41 and the lowest price at which shares were sold was \$136.42.
- (5) Represents the weighted average sale price. The highest price at which shares were sold was \$136.33 and the lowest price at which shares were sold was \$136.32.
- (6) Represents the weighted average sale price. The highest price at which shares were sold was \$135.17 and the lowest price at which shares were sold was \$134.41.
- (7) Represents the weighted average sale price. The highest price at which shares were sold was \$134.35 and the lowest price at which shares were sold was \$133.39.
- (8) Represents the weighted average sale price. The highest price at which shares were sold was \$133.38 and the lowest price at which shares were sold was \$132.39.
- (9) Represents the weighted average sale price. The highest price at which shares were sold was \$132.38 and the lowest price at which shares were sold was \$131.39.
- (10) Represents the weighted average sale price. The highest price at which shares were sold was \$131.36 and the lowest price at which shares were sold was \$130.39.
- (11) Represents the weighted average sale price. The highest price at which shares were sold was \$130.38 and the lowest price at which shares were sold was \$129.39.
- (12) Represents the weighted average sale price. The highest price at which shares were sold was \$129.38 and the lowest price at which shares were sold was \$128.39.
- (13) Represents the weighted average sale price. The highest price at which shares were sold was \$131.53 and the lowest price at which shares were sold was \$130.63.
- (14) Represents the weighted average sale price. The highest price at which shares were sold was \$130.62 and the lowest price at which shares were sold was \$129.63.
- (15) Represents the weighted average sale price. The highest price at which shares were sold was \$129.62 and the lowest price at which shares were sold was \$128.63.
- (16) Represents the weighted average sale price. The highest price at which shares were sold was \$128.62 and the lowest price at which shares were sold was \$127.63.

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,

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