

WILKE JEFFREY A
Form 4
May 17, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
WILKE JEFFREY A

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)
05/15/2011

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

P.O. BOX 81226

Senior Vice President

(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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (D) | Price |
| Common Stock, par value \$0.01 per share | 05/15/2011 | | M | | 10,000 | A | \$ 0 |
| Common Stock, par value \$0.01 per share | 05/16/2011 | | S ⁽¹⁾ | | 100 | D | \$ 200.2 |
| Common Stock, par value \$0.01 per share | 05/16/2011 | | S ⁽¹⁾ | | 800 | D | \$ 198.2538 |

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| | | | | | | | | |
|---|------------|------------------|-------|---|-----------------------|---------|---|--|
| value \$.01 per share | | | | | (2) | | | |
| Common Stock, par value \$.01 per share | 05/16/2011 | S ⁽¹⁾ | 1,100 | D | \$ 197.3643 (3) | 84,934 | D | |
| Common Stock, par value \$.01 per share | 05/16/2011 | S ⁽¹⁾ | 200 | D | \$ 196.35 (4) | 84,734 | D | |
| Common Stock, par value \$.01 per share | 05/16/2011 | S ⁽¹⁾ | 700 | D | \$ 195.2329 (5) | 84,034 | D | |
| Common Stock, par value \$.01 per share | 05/16/2011 | S ⁽¹⁾ | 200 | D | \$ 193.58 (6) | 83,834 | D | |
| Common Stock, par value \$.01 per share | 05/16/2011 | S ⁽¹⁾ | 900 | D | \$ 192.1566 (7) | 82,934 | D | |
| Common Stock, par value \$.01 per share | | | | | | 469.281 | 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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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 | 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) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount Underlying Security (Instr. 3 and 4) |
|---|--|---|---|--------------------------------------|--|--|--|
|---|--|---|---|--------------------------------------|--|--|--|

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| Derivative Security | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|-----------------------------|---------------------|------------|------|---|-----|-----|---------------------------|-----------------|--|----------------------------|
| Restricted Stock Unit Award | \$ 0 ⁽⁸⁾ | 05/15/2011 | M | | | | 05/15/2011 ⁽⁹⁾ | 02/15/2014 | Common Stock, par value \$0.01 per share | 10,000 |

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 | |

Signatures

/s/ JEFFREY A. WILKE, Senior Vice President
Date: 05/17/2011

__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 \$198.83 and the lowest price at which shares were sold was \$197.84.
- (3) Represents the weighted average sale price. The highest price at which shares were sold was \$197.82 and the lowest price at which shares were sold was \$196.96.
- (4) Represents the weighted average sale price. The highest price at which shares were sold was \$196.79 and the lowest price at which shares were sold was \$195.91.
- (5) Represents the weighted average sale price. The highest price at which shares were sold was \$195.75 and the lowest price at which shares were sold was \$194.86.
- (6) Represents the weighted average sale price. The highest price at which shares were sold was \$193.94 and the lowest price at which shares were sold was \$193.22.
- (7) Represents the weighted average sale price. The highest price at which shares were sold was \$192.50 and the lowest price at which shares were sold was \$191.62.
- (8) Converts into Common Stock on a one-for-one basis.
- (9) 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: 10,000 shares on each of May 15, 2011, August 15, 2011, November 15, 2011, February 15, 2012, May 15, 2012, August 15, 2012, November 15, 2012 and February 15, 2013 and 7,500 shares on each of May 15, 2013, August 15, 2013, November 15, 2013 and February 15, 2014.

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,

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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