

SZKUTAK THOMAS J
Form 4
August 15, 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

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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 *
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)

3. Date of Earliest Transaction
(Month/Day/Year)
08/15/2011

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

Senior Vice President and CFO

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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock, par value \$0.01 per share	08/15/2011		M		10,000	A	\$ 0 42,000
Common Stock, par value \$0.01 per share	08/15/2011		S ⁽¹⁾		300	D	\$ 204.7633 41,700
Common Stock, par value \$0.01 per share	08/15/2011		S ⁽¹⁾		700	D	\$ 203.1171 41,000

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value \$.01 per share					(3)			
Common Stock, par value \$.01 per share	08/15/2011	S ⁽¹⁾	2,000	D	\$ 202.198 (4)	39,000	D	
Common Stock, par value \$.01 per share	08/15/2011	S ⁽¹⁾	200	D	\$ 201.16 (5)	38,800	D	
Common Stock, par value \$.01 per share	08/15/2011	S ⁽¹⁾	600	D	\$ 200.0133 (6)	38,200	D	
Common Stock, par value \$.01 per share	08/15/2011	S ⁽¹⁾	200	D	\$ 198.77 (7)	38,000	D	
Common Stock, par value \$.01 per share						443.757	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.

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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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or

Restricted Stock Unit Award	Quantity	Grant Date	Exercise Price	Expiration Date	Common Stock, par value \$0.01 per share	Number of Shares
\$ 0 ⁽⁸⁾	10,000	08/15/2011	M	05/15/2011 ⁽⁹⁾	02/15/2014	10,000

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/ THOMAS J. SZKUTAK, Senior Vice President and CFO 08/15/2011

____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 \$204.99 and the lowest price at which shares were sold was \$204.48.
- (3) Represents the weighted average sale price. The highest price at which shares were sold was \$203.79 and the lowest price at which shares were sold was \$202.87.
- (4) Represents the weighted average sale price. The highest price at which shares were sold was \$202.72 and the lowest price at which shares were sold was \$201.77.
- (5) Represents the weighted average sale price. The highest price at which shares were sold was \$201.42 and the lowest price at which shares were sold was \$200.90.
- (6) Represents the weighted average sale price. The highest price at which shares were sold was \$200.20 and the lowest price at which shares were sold was \$199.76.
- (7) Represents the weighted average sale price. The highest price at which shares were sold was \$199.03 and the lowest price at which shares were sold was \$198.51.
- (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 and February 15, 2012 and 7,500 shares on each of May 15, 2012, August 15, 2012, November 15, 2012, February 15, 2013, 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,

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