

Zapolsky David
 Form 3
 September 21, 2012

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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Zapolsky David		(Month/Day/Year)	AMAZON COM INC [AMZN]	
(Last)	(First)	(Middle)	09/21/2012	
PO BOX 81226			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)				
SEATTLE, WA 98108-1226			(Check all applicable)	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	___ Director ___ 10% Owner	___X___ Form filed by One Reporting Person
			___X___ Officer ___ Other	___ Form filed by More than One Reporting Person
			(give title below) (specify below)	
			Vice President	

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	56.534	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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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)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Title			

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		Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Restricted Stock Unit Award	05/15/2012 ⁽¹⁾	02/15/2014	Common Stock, par value \$.01 per share	10,634	\$ 0 ⁽²⁾	D	Â
Restricted Stock Unit Award	05/15/2011 ⁽³⁾	02/15/2014	Common Stock, par value \$.01 per share	4,490	\$ 0 ⁽²⁾	D	Â
Restricted Stock Unit Award	05/15/2014 ⁽⁴⁾	02/15/2016	Common Stock, par value \$.01 per share	6,721	\$ 0 ⁽²⁾	D	Â
Restricted Stock Unit Award	05/15/2014 ⁽⁵⁾	02/15/2017	Common Stock, par value \$.01 per share	2,268	\$ 0 ⁽²⁾	D	Â
Restricted Stock Unit Award	05/15/2014 ⁽⁶⁾	02/15/2017	Common Stock, par value \$.01 per share	4,003	\$ 0 ⁽²⁾	D	Â
Restricted Stock Unit Award	05/15/2013 ⁽⁷⁾	02/15/2018	Common Stock, par value \$.01 per share	13,981	\$ 0 ⁽²⁾	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Zapolsky David PO BOX 81226 SEATTLE, WA 98108-1226	Â	Â	Â Vice President	Â

Signatures

/s/ David Zapolsky, Vice President, General Counsel & Secretary

09/21/2012

**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) Vested as to 3,034 units with the remaining 7,600 units currently unvested. This award vests at the rate of 1,517 shares on November 15, 2012, 1,518 shares on February 15, 2013, 1,141 shares on each of May 15, 2013, August 15, 2013 and November 15, 2013 and 1,142

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shares on February 15, 2014.

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

Vested as to 1,352 units with the remaining 3,138 units currently unvested. This award vests at the rate of 603 shares on each of

- (3) November 15, 2012 and February 15, 2013 and 483 shares on each of May 15, 2013, August 15, 2013, November 15, 2013 and February 15, 2014.

- (4) This award vests at the rate of 957 shares on May 15, 2014, 958 shares on each of August 15, 2014, November 15, 2014 and February 15, 2015, 722 shares on each of May 15, 2015 and August 15, 2015 and 723 shares on each of November 15, 2015 and February 15, 2016.

- (5) This award vests at the rate of 17 shares on May 15, 2014, 16 shares on each of August 15, 2014, November 15, 2014 and February 15, 2015, 27 shares on each of May 15, 2015, August 15, 2015 and November 15, 2015, 26 shares on February 15, 2016 and 524 shares on each of May 15, 2016, August 15, 2016, November 15, 2016 and February 15, 2017.

- (6) This award vests at the rate of 305 shares on each of May 15, 2014, August 15, 2014 and November 15, 2014, 303 shares on February 15, 2015, 363 shares on each of May 15, 2015, August 15, 2015 and November 15, 2015, 361 shares on February 15, 2016, 334 shares on each of May 15, 2016, August 15, 2016, and November 15, 2016 and 333 shares on February 15, 2017.

- (7) This award vests 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: 604 shares on each of May 15, 2013, August 15, 2013 and November 15, 2013, 603 shares on February 15, 2014, 866 shares on each of May 15, 2014, August 15, 2014, November 15, 2014 and February 15, 2015, 573 shares on each of May 15, 2015, August 15, 2015, November 15, 2015 and February 15, 2016, 451 shares on each of May 15, 2016, August 15, 2016 and November 15, 2016, 450 shares on February 15, 2017, 1,002 shares on each of May 15, 2017, August 15, 2017 and November 15, 2017 and 1,001 shares on February 15, 2018.

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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