

AMAZON COM INC
Form 3
March 10, 2005

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	
Â Holden Jeffrey		(Month/Day/Year)	AMAZON COM INC [AMZN]	
(Last)	(First)	(Middle)	03/09/2005	
P. O. BOX 81226			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)				
SEATTLE,Â WAÂ 98108-1226			(Check all applicable)	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input type="checkbox"/> Form filed by More than One Reporting Person
			(give title below) (specify below)	
			Senior 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	125	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)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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)
Employee Stock Option (right to buy)	07/01/2002 ⁽¹⁾ 09/06/2011	Common Stock, par value \$.01 per share 145,000 \$ 7.93	D Â
Restricted Stock Unit Award	07/09/2005 ⁽²⁾ 04/09/2009	Common Stock, par value \$.01 per share 27,186 \$ 0	D Â
Restricted Stock Unit Award	04/14/2007 ⁽³⁾ 01/14/2010	Common Stock, par value \$.01 per share 100,000 \$ 0	D Â

Reporting Owners

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

Signatures

JEFFREY HOLDEN, Senior Vice President,
Discovery 03/09/2005

__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) 15,000 shares vest on April 1, 2005 and an additional 15,000 shares vest upon completion of each 3-month period of employment thereafter until fully vested.

(2) This award vests based upon the following schedule: 7.5% on each of July 9, 2005, January 9, 2006, July 9, 2006 and January 9, 2007 and an additional 8.75% on April 9, 2007 and upon completion of each 3-month period of employment thereafter until fully vested on April 9, 2009.

(3) This award vests based upon the following vesting schedule and the satisfaction of certain business criteria intended to qualify the award as tax-deductible under Section 162(m) of the Internal Revenue Code: 8.33% on April 14, 2007 and an additional 8.33% upon completion of each 3-month period of employment thereafter until fully vested on January 14, 2010.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.