SZKUTAK THOMAS J
Form 4
May 17, 2011

| M 4 |  | OMB APPROVAL |  |
| :---: | :---: | :---: | :---: |
|  | UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 | OMB <br> Number: | 3235 |
| Check this box if no longer subject to |  | Expires: |  |
| subject to Section 16. | SECURITIES | Estimated | verage |
| Form 4 or |  | respons |  |
| Form 5 obligations may continue. | 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 |  |  |
| See Instruction 1(b) | 30(h) of the Investment Company Act of 1940 |  |  |

(Print or Type Responses)

| 1. Name and Address of Reporting Person * <br> SZKUTAK THOMAS J | 2. Issuer Name and Ticker or Trading <br> Symbol |
| :--- | :--- |
| (Last) | AMAZON COM INC [AMZN] |
| P.O. BOX 81226 | (Middle) | | 3. Date of Earliest Transaction |
| :--- |
| (Month/Day/Year) |
|  |
| (Street) |

SEATTLE, WA 98108-1226
5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

| Director | 10\% Owner |
| :---: | :---: |
| _X_Officer (give title below) | Other (specify |
|  | below) |
| Senior Vice President and CFO |  |
| 6. Individual or Joint/G | Group Filing(Check |
| Applicable Line) |  |

_X_Form filed by One Reporting Person __ Form filed by More than One Reporting Person
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned


Common
Stock, par
value 05/15/2011 M 10,000 A $\$ 0 \quad 56,000 \quad$ D
$\$ .01$ per
share
Common
Stock, par
value 05/16/201
$S_{(1)} \quad 715 \quad \mathrm{D} \quad \$ 199.945 \quad 55,285$
D
$\$ .01$ per
share
Common 05/16/2011 $\quad$ SL 1 (1) $1,590 \quad \mathrm{D} \quad \$ \quad$ 53,695
Stock, par
198.2345
value
$\$ .01$ per
share
Common
Stock, par
value 05/16/2011
$S^{(1)} \quad 1,695$
$\$ .01$ per
share

## r

(3)

| Common |  | Held by the <br> reporting |  |
| :--- | :--- | :--- | :--- |
| Stock, par |  |  |  |
| value | 439.859 | I | person's <br> Amazon.com |
| \$.01 per |  |  | 401(k) <br> share |
|  |  | account |  |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.
Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02) required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative | 2. <br> Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. <br> Transactio | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount Underlying Securiti |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| Security | or Exercise |  | any | Code | Securities | (Month/Day/Year) | (Instr. 3 and 4) |
| (Instr. 3) | Price of |  | (Month/Day/Year) | (Instr. 8) | Acquired (A) |  |  |
|  | Derivative |  |  |  | or Disposed of |  |  |
|  | Security |  |  |  | (D) |  |  |
|  |  |  |  |  | (Instr. 3, 4, |  |  |


|  |  |  | Code | (D) | Date Exercisable | Expiration <br> Date | Title | Amou <br> or <br> Numb <br> of Sh |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
|  |  |  |  |  |  |  | Common |  |
|  |  |  |  |  |  |  | Stock, par |  |
| Stock Unit | \$ 0 (5) | 05/15/2011 | M | 10,000 | 05/15/2011 ${ }^{(6)}$ | 02/15/2014 | value | 10,0 |
| Award |  |  |  |  |  |  | \$. 01 per |  |
|  |  |  |  |  |  |  |  |  |

## Reporting Owners

Relationships
Director 10\% Owner Officer Other
SZKUTAK THOMAS J
P.O. BOX 81226

SEATTLE, WA 98108-1226

## Signatures

/s/ THOMAS J. SZKUTAK, Senior Vice President and CFO

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. $78 \mathrm{ff}(\mathrm{a})$.
(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 $\$ 200.30$ and the lowest price at which shares were sold was $\$ 199.70$.
(3) Represents the weighted average sale price. The highest price at which shares were sold was $\$ 198.92$ and the lowest price at which shares were sold was $\$ 197.94$.
(4) Represents the weighted average sale price. The highest price at which shares were sold was $\$ 197.91$ and the lowest price at which shares were sold was $\$ 197.24$.
(5) Converts into Common Stock on a one-for-one basis.

This award vests based upon the following vesting schedule and the satisfaction of certain business criteria intended to qualify the
(6) 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,
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.

