VALENTINE H BRIAN

Form 4

February 17, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

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January 31, Expires:

OMB APPROVAL

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if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Add VALENTINE		_	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			AMAZON COM INC [AMZN]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				
			(Month/Day/Year)	Director 10% Owner			
P.O. BOX 81226			02/16/2010	_X_ Officer (give title Other (specify below)			
				Senior Vice President			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line)			
				X Form filed by One Reporting Person			
SEATTLE, W	A 98108-1	226		Form filed by More than One Reporting			

(City)	(State)	(Zip) Ta	ble I - Non	-Derivativ	e Seci	ırities Acquir	ed, Disposed of,	or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	TransactiorDispose Code (Instr. 3 (Instr. 8)		(A) or		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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$.01 per share	02/16/2010		Code V S(1)	Amount 1,400	(D)	Price \$ 119.7343 (2)	24,600	D	
Common Stock, par value \$.01 per share	02/16/2010		S <u>(1)</u>	10,800	D	\$ 118.6085 (3)	13,800	D	
Common Stock, par	02/16/2010		S(1)	800	D	\$ 118.1275	13,000	D	

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value (4)

\$.01 per share

Common Stock, par value 157.028 I Held by the reporting person's Amazon.com.

share

401(k) plan
account

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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.

SEC 1474

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

1. Title of 3. Transaction Date 3A. Deemed 8. Price of 5. 6. Date Exercisable and 7. Title and Derivative Conversion (Month/Day/Year) Execution Date, if TransactionNumber **Expiration Date** Amount of Derivative Security or Exercise any Code of (Month/Day/Year) Underlying Security (Instr. 3) Price of (Instr. 8) Derivative Securities (Instr. 5) (Month/Day/Year) Derivative (Instr. 3 and 4) Securities Security Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Amount or Expiration Title Number Date Exercisable Date of Code V (A) (D) Shares

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

VALENTINE H BRIAN

P.O. BOX 81226 Senior Vice President

SEATTLE, WA 98108-1226

**Signature of Reporting Person

Signatures

/s/ H. Brian Valentine, Senior Vice
President

02/17/2010

Reporting Owners 2

Date

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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.
- Represents the weighted average sale price. The highest price at which shares were sold was \$120.22 and the lowest price at which shares (2) were sold was \$119.21. The reporting person undertakes to provide, upon request by the staff of the SEC, the issuer, or a security holder of the issuer, full information regarding the number of shares transacted at each price.
- Represents the weighted average sale price. The highest price at which shares were sold was \$119.20 and the lowest price at which shares (3) were sold was \$118.21. The reporting person undertakes to provide, upon request by the staff of the SEC, the issuer, or a security holder of the issuer, full information regarding the number of shares transacted at each price.
- Represents the weighted average sale price. The highest price at which shares were sold was \$118.20 and the lowest price at which shares (4) were sold was \$118.01. The reporting person undertakes to provide, upon request by the staff of the SEC, the issuer, or a security holder of the issuer, full information regarding the number of shares transacted at each price.

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.