

WILKE JEFFREY A  
Form 4  
October 01, 2010

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
**WILKE JEFFREY A**

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)  
**09/30/2010**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**Senior Vice President**

**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 Indirect Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock, par value \$0.01 per share	09/30/2010		S <sup>(1)</sup>	1,700 D	\$ 160.31 (2)	58,918	D
Common Stock, par value \$0.01 per share	09/30/2010		S <sup>(1)</sup>	3,100 D	\$ 159.2121 (3)	55,818	D
Common Stock, par value \$0.01 per share	09/30/2010		S <sup>(1)</sup>	1,500 D	\$ 158.4327	54,318	D

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value					(4)			
\$.01 per share								
Common Stock, par value	09/30/2010	S <sup>(1)</sup>	2,110	D	\$ 157.0124	52,208	D	
\$.01 per share					(5)			
Common Stock, par value	09/30/2010	S <sup>(1)</sup>	676	D	\$ 156.3098	51,532	D	
\$.01 per share					(6)			
Common Stock, par value						457.012	I	Held by the reporting person's Amazon.com 401(k) plan account
\$.01 per share								

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

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(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 of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu... Deriv... Secur... Bene... Own... Follo... Repo... Trans... (Instr...)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director    10% Owner    Officer    Other

Reporting Owners

WILKE JEFFREY A  
P.O. BOX 81226  
SEATTLE, WA 98108-1226

Senior Vice President

## Signatures

/s/ Jeffrey A. Wilke, Senior Vice  
President

10/01/2010

\_\_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 \$160.78 and the lowest price at which shares were sold was \$159.79.
- (3) Represents the weighted average sale price. The highest price at which shares were sold was \$159.57 and the lowest price at which shares were sold was \$158.83.
- (4) Represents the weighted average sale price. The highest price at which shares were sold was \$158.79 and the lowest price at which shares were sold was \$157.95.
- (5) Represents the weighted average sale price. The highest price at which shares were sold was \$157.67 and the lowest price at which shares were sold was \$156.68.
- (6) Represents the weighted average sale price. The highest price at which shares were sold was \$156.65 and the lowest price at which shares were sold was \$155.80.

### 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.

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