

AMAZON COM INC
Form 4
November 13, 2007

FORM 4

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

OMB APPROVAL

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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 *
DALZELL RICHARD L

(Last) (First) (Middle)

P.O. BOX 81226

(Street)

SEATTLE, WA 98108-1226

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
AMAZON COM INC [AMZN]

3. Date of Earliest Transaction
(Month/Day/Year)
11/08/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$.01 per share	11/08/2007		M		62,500	A	\$ 8.55
Common Stock, par value \$.01 per share	11/08/2007		M		100,000	A	\$ 71.2813
Common Stock, par value \$.01 per share	11/08/2007		S ⁽¹⁾		162,500	D	\$ 85.1129 (2)

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Represents the weighted average sales price. The highest price at which shares were sold was \$86.89 and the lowest price at which shares were sold was \$83.77.

- (3) This option vested at the rate of 3.5714% on August 22, 2002, 5.3571% on November 22, 2002 and upon each completed quarter of employment thereafter through August 22, 2004, 4.4643% on November 22, 2004 and upon each completed quarter of employment thereafter through May 22, 2005, and 4.4643% on November 8, 2005 and upon each completed quarter of employment thereafter until fully vested on November 8, 2007.
- (4) This option vested at the rate of 20.00% per year on each of the following dates: August 22, 2003, August 22, 2004, November 8, 2005, November 8, 2006 and November 8, 2007.

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.