

PIACENTINI DIEGO
Form 4
November 18, 2008

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 *
PIACENTINI DIEGO

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)
11/15/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

P.O. BOX 81226

Senior Vice President

(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 Beneficial Ownership (Instr. 4) | | |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|--------|---|
| | | | Code | V | Amount | (D) | Price | | |
| Common Stock, par value \$.01 per share | 11/15/2008 | | M | | 2,165 | A | \$ 0 | 79,211 | D |
| Common Stock, par value \$.01 per share | 11/15/2008 | | M | | 3,012 | A | \$ 0 | 82,223 | D |
| Common Stock, par value \$.01 per share | 11/15/2008 | | M | | 13,345 | A | \$ 0 | 95,568 | D |

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| | | | | | | | |
|---|------------|------------------|-------|---|---------------------------------|--------|---|
| Common Stock, par value \$.01 per share | 11/17/2008 | S ⁽¹⁾ | 5,600 | D | \$ 40.5329 ⁽²⁾ | 89,968 | D |
| Common Stock, par value \$.01 per share | 11/17/2008 | S ⁽¹⁾ | 1,809 | D | \$ 40.0406 ⁽³⁾ | 88,159 | D |

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
(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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Restricted Stock Unit Award | \$ 0 ⁽⁴⁾ | 11/15/2008 | | M | 2,165 | 05/15/2008 ⁽⁵⁾ 02/15/2009 | Common Stock, par value \$.01 per share 2,165 |
| Restricted Stock Unit Award | \$ 0 ⁽⁴⁾ | 11/15/2008 | | M | 3,012 | 05/15/2008 ⁽⁶⁾ 02/15/2010 | Common Stock, par value \$.01 per share 3,012 |
| Restricted Stock Unit Award | \$ 0 ⁽⁴⁾ | 11/15/2008 | | M | 13,345 | 05/15/2008 ⁽⁷⁾ 02/15/2011 | Common Stock, par value \$.01 per share 13,345 |

Reporting Owners

Reporting Owner Name / Address Relationships

Reporting Owners

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Director 10% Owner Officer Other

PIACENTINI DIEGO
P.O. BOX 81226
SEATTLE, WA 98108-1226

Senior Vice President

Signatures

/s/ DIEGO PIACENTINI, Senior Vice
President

11/18/2008

**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 \$41.22 and the lowest price at which shares were sold was \$40.23. 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.
- (3) Represents the weighted average sale price. The highest price at which shares were sold was \$40.21 and the lowest price at which shares were sold was \$39.61. 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.
- (4) Converts into Common Stock on a one-for-one basis.
- (5) This award vests based upon the following schedule and the satisfaction of certain business criteria intended to qualify the award as tax-deductible compensation under Section 162(m) of the Internal Revenue Code: 25% on May 15, 2008 and an additional 25% upon completion of each 3-month period of employment thereafter.
- (6) This award vests based upon the following schedule and the satisfaction of certain business criteria intended to qualify the award as tax-deductible compensation under Section 162(m) of the Internal Revenue Code: 18.75% on May 15, 2008 and an additional 18.75% upon completion of each 3-month period thereafter through February 15, 2009; 6.25% on May 15, 2009 and an additional 6.25% upon completion of each 3-month period thereafter through February 15, 2010.
- (7) This award vests based upon the following schedule and the satisfaction of certain business criteria intended to qualify the award as tax-deductible compensation under Section 162(m) of the Internal Revenue Code: 7.59% on May 15, 2008 and an additional 7.59% upon completion of each 3-month period thereafter through February 15, 2009; 9.02% on May 15, 2009 and an additional 9.02% upon completion of each 3-month period thereafter through February 15, 2010; 8.39% on May 15, 2010 and an additional 8.39% upon completion of each 3-month period thereafter through February 15, 2011.

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.