

WILKE JEFFREY A  
 Form 4  
 February 18, 2009

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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)  
**02/15/2009**

\_\_\_\_ 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 \$0.01 per share | 02/15/2009                           |  | M                              |   | 4,331   | A  | \$ 0  |
|  |                                      |  |                                |   | 66,829  | D  |   |
| Common Stock, par value \$0.01 per share | 02/15/2009                           |  | M                              |   | 5,019   | A  | \$ 0  |
|  |                                      |  |                                |   | 71,848  | D  |   |
| Common Stock, par value \$0.01 per share | 02/15/2009                           |  | M                              |   | 8,334   | A  | \$ 0  |
|  |                                      |  |                                |   | 80,182  | D  |   |

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value  
\$.01 per  
share

Common  
Stock, par  
value  
\$.01 per  
share

02/17/2009

S<sup>(1)</sup>

17,685 D

\$

61.7244

62,497

D

(2)

Common  
Stock, par  
value  
\$.01 per  
share

390.791

I

Held by the  
reporting  
person's  
Amazon.com  
401(k) plan  
account

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

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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 Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Restricted Stock Unit Award                | \$ 0 <sup>(3)</sup>                                    | 02/15/2009                           |  | M                              | 4,331   | 05/15/2008 <sup>(4)</sup> 02/15/2009                     | Common Stock, par value \$.01 per share                       | 4,331                      |
| Restricted Stock Unit Award                | \$ 0 <sup>(3)</sup>                                    | 02/15/2009                           |  | M                              | 5,019   | 05/15/2008 <sup>(5)</sup> 02/15/2010                     | Common Stock, par value \$.01 per share                       | 5,019                      |
| Restricted Stock Unit                      | \$ 0 <sup>(3)</sup>                                    | 02/15/2009                           |  | M                              | 8,334   | 05/15/2008 <sup>(6)</sup> 02/15/2011                     | Common Stock, par   | 8,334                      |

Award

value  
\$.01 per  
share

## Reporting Owners

| Reporting Owner Name / Address                              | Relationships |           |                       |       |
|---|---------------|-----------|-----------------------|-------|
|   | Director      | 10% Owner | Officer               | Other |
| WILKE JEFFREY A<br>P.O. BOX 81226<br>SEATTLE, WA 98108-1226 |               |           | Senior Vice President |       |

## Signatures

/s/ Jeffrey A. Wilke, Senior Vice  
President

02/17/2009

\_\_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.

Represents the weighted average sale price. The highest price at which shares were sold was \$62.27 and the lowest price at which shares

(2) were sold was \$61.35. 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) Converts into Common Stock on a one-for-one basis.

This award vested based upon the following vesting 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: 25.00% on May 15, 2008 and an additional 25.00% upon completion of each 3-month period of employment thereafter through February 15, 2009.

(5) This award vests based upon the following vesting 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 of employment 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.

(6) This award vests based upon the following vesting 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: 3.88% on May 15, 2008 and an additional 3.88% upon completion of each 3-month period of employment thereafter through February 15, 2009; 7.04% on May 15, 2009 and an additional 7.04% upon completion of each 3-month period thereafter through February 15, 2010; 14.08% on May 15, 2010 and an additional 14.08% 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.

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