

SZKUTAK THOMAS J  
Form 4  
October 03, 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 \*  
SZKUTAK THOMAS J

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)  
10/01/2008

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

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 Beneficial Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock, par value \$0.01 per share	10/01/2008		M	71,430	A	\$ 0	116,575	D
Common Stock, par value \$0.01 per share	10/01/2008		S <sup>(1)</sup>	2,900	D	\$ 71.5248	113,675	D
Common Stock, par value \$0.01 per share	10/01/2008		S <sup>(1)</sup>	7,500	D	\$ 70.4135	106,175	D

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value (3)  
 \$.01 per share

Common Stock, par value 10/01/2008 S<sup>(1)</sup> 12,700 D \$ 69.2737 93,475 D  
 \$.01 per share (4)

Common Stock, par value 10/01/2008 S<sup>(1)</sup> 2,900 D \$ 68.7507 90,575 D  
 \$.01 per share (5)

Common Stock, par value 354.049 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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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 <sup>(6)</sup>	10/01/2008		M	71,430	10/01/2004 <sup>(7)</sup>	10/01/2009	Common Stock, par value \$.01 per share	71,430

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SZKUTAK THOMAS J P.O. BOX 81226 SEATTLE, WA 98108-1226			Senior Vice President and CFO	

## Signatures

THOMAS J. SZKUTAK, Senior Vice President and CFO	10/03/2008
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\_\_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 \$71.92 and the lowest price at which shares were sold was \$70.99. 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 \$70.91 and the lowest price at which shares were sold was \$69.93. 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) Represents the weighted average sale price. The highest price at which shares were sold was \$69.89 and the lowest price at which shares were sold was \$68.90. 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.

(5) Represents the weighted average sale price. The highest price at which shares were sold was \$68.88 and the lowest price at which shares were sold was \$68.56. 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.

(6) Converts into Common Stock on a one-for-one basis

(7) Subject to the reporting person's continued employment with the issuer, this award will vest and convert into shares of common stock of the issuer at the rate of 28.57% on October 1, 2004, and an additional 14.29% on each of October 1, 2005, October 1, 2006, October 1, 2007, October 1, 2008 and October 1, 2009.

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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