

WILKE JEFFREY A
Form 4
May 16, 2012

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
WILKE JEFFREY A

(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)
05/15/2012

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) 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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$.01 per share	05/15/2012		M	10,000	A \$ 0	79,954	D
Common Stock, par value \$.01 per share	05/15/2012		S ⁽¹⁾	1,100	D \$ 229.8891 (2)	78,854	D
Common Stock, par	05/15/2012		S ⁽¹⁾	1,200	D \$ 228.9717	77,654	D

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value					(3)			
\$.01 per								
share								
Common								
Stock, par								
value	05/15/2012	S(1)	700	D	\$ 228.16	76,954	D	
\$.01 per					(4)			
share								
Common								
Stock, par								
value	05/15/2012	S(1)	200	D	\$ 226.58	76,754	D	
\$.01 per					(5)			
share								
Common								
Stock, par								
value	05/15/2012	S(1)	600	D	\$	224.2735	76,154	D
\$.01 per					(6)			
share								
Common								
Stock, par								
value	05/15/2012	S(1)	200	D	\$ 223.25	75,954	D	
\$.01 per					(7)			
share								
Common								
Stock, par								
value						30,000	I	In trust
\$.01 per								
share								
Common								
Stock, par								
value						486.179	I	Held by the
\$.01 per								reporting
share								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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(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	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Securities (Instr. 3 and 4)
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Derivative Security				or Disposed of (D) (Instr. 3, 4, and 5)							
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Unit Award	\$ 0 ⁽⁸⁾	05/15/2012	M			10,000	05/15/2011 ⁽⁹⁾	02/15/2014	Common Stock, par value \$.01 per share	10,000	

Reporting Owners

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

Signatures

/s/ JEFFREY A. WILKE, Senior Vice President
05/16/2012

**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 \$230.44 and the lowest price at which shares were sold was \$229.50.
- (3) Represents the weighted average sale price. The highest price at which shares were sold was \$229.42 and the lowest price at which shares were sold was \$228.50.
- (4) Represents the weighted average sale price. The highest price at which shares were sold was \$228.40 and the lowest price at which shares were sold was \$227.54.
- (5) Represents the weighted average sale price. The highest price at which shares were sold was \$226.75 and the lowest price at which shares were sold was \$226.41.
- (6) Represents the weighted average sale price. The highest price at which shares were sold was \$224.84 and the lowest price at which shares were sold was \$224.00.
- (7) Represents the weighted average sale price. The highest price at which shares were sold was \$223.32 and the lowest price at which shares were sold was \$223.18.
- (8) Converts into Common Stock on a one-for-one basis.
- (9) 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: 10,000 shares on each of May 15, 2011, August 15, 2011, November 15, 2011, February 15, 2012, May 15, 2012, August 15, 2012, November 15, 2012 and February 15, 2013 and 7,500 shares on each of May 15, 2013, August 15, 2013, November 15, 2013 and February 15, 2014.

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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