

AMAZON COM INC
Form 4
November 05, 2007

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

(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)
11/01/2007

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 and CFO

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) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock, par value \$.01 per share | 11/01/2007 | | S ⁽¹⁾ | 600 D | \$ 88.58 | 74,545 | D |
| Common Stock, par value \$.01 per share | 11/01/2007 | | S ⁽¹⁾ | 200 D | \$ 88.57 | 74,345 | D |
| Common Stock, par value \$.01 per share | 11/01/2007 | | S ⁽¹⁾ | 400 D | \$ 88.56 | 73,945 | D |

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| | | | | | | | |
|--|------------|-------------|-------|---|-------------|--------|---|
| Common Stock, par value \$.01 per share | 11/01/2007 | <u>S(1)</u> | 200 | D | \$ 88.55 | 73,745 | D |
| Common Stock, par value \$.01 per share | 11/01/2007 | <u>S(1)</u> | 855 | D | \$ 88.5 | 72,890 | D |
| Common Stock, par value \$.01 per share | 11/01/2007 | <u>S(1)</u> | 900 | D | \$ 88.2 | 71,990 | D |
| Common Stock, par value \$.01 per share | 11/01/2007 | <u>S(1)</u> | 600 | D | \$ 88.15 | 71,390 | D |
| Common Stock, par value \$.01 per share | 11/01/2007 | <u>S(1)</u> | 645 | D | \$ 88.11 | 70,745 | D |
| Common Stock, par value \$.01 per share | 11/01/2007 | <u>S(1)</u> | 1,300 | D | \$ 88.01 | 69,445 | D |
| Common Stock, par value \$.01 per share | 11/01/2007 | <u>S(1)</u> | 1,300 | D | \$ 88 | 68,145 | D |
| Common Stock, par value \$.01 per share | 11/01/2007 | <u>S(1)</u> | 8,200 | D | \$ 87.3 | 59,945 | D |
| Common Stock, par value \$.01 per share | 11/01/2007 | <u>S(1)</u> | 300 | D | \$ 87.13 | 59,645 | D |
| Common Stock, par value \$.01 per share | 11/01/2007 | <u>S(1)</u> | 2,165 | D | \$ 87.02 | 57,480 | D |
| Common Stock, par value \$.01 per share | 11/01/2007 | <u>S(1)</u> | 200 | D | \$ 87.01 | 57,280 | D |
| | 11/01/2007 | <u>S(1)</u> | 1,735 | D | \$ 87 | 55,545 | D |

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Common Stock, par value \$.01 per share

Common Stock, par value \$.01 per share

Common Stock, par value \$.01 per share

Common Stock, par value \$.01 per share

Common Stock, par value \$.01 per share

11/01/2007

S⁽¹⁾

100

D

\$ 86.95 55,445

D

11/01/2007

S⁽¹⁾

100

D

\$ 86.74 55,345

D

11/01/2007

S⁽¹⁾

200

D

\$ 86.71 55,145

D

320.761

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.

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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | | | | | | |

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 | 11/05/2007 |
|--|------------|

__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.

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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