Blackburn Jeffrey M

Form 4 November 17, 2010 FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

1(b).

\$.01 per share

Common

Stock, par

(Print or Type Responses)

(Print or Type Responses)												
1. Name and Address of Reporting Person * Blackburn Jeffrey M (Last) (First) (Middle)				2. Issuer Name and Ticker or Trading Symbol AMAZON COM INC [AMZN] 3. Date of Earliest Transaction					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
P.O. BOX 81226			(Arradic)	(Month/Day/Year) 11/15/2010					DirectorX Officer (girlbelow) Seni		10% Owner Other (specify	
(Street)				4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person			
	SEATTLE	, WA 98108-1220	5						Form filed by More than One Reporting Person			
	(City)	(State)	(Zip)	Ta	ble I - Non-	-Derivativ	e Secu	ırities Acq	uired, Disposed	of, or Benefic	cially Owned	
	1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution I any	execution Date, if		Code (Instr. 3, 4 and 5) (Instr. 8) (A) or		D) 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)	
	Common Stock, par value \$.01 per share	11/15/2010			Code V M	Amount 14,961	(D)	Price	40,035	D		
	Common Stock, par value	11/15/2010			S <u>(1)</u>	5,461	D	\$ 165.16	34,574	D		

165.16

409.923

I

Held by the reporting

value	person's
\$.01 per	Amazon.com
share	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 SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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)	TransactionDerivative Code Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securitic (Instr. 3 and 4)	
				Code V	(A) (D)		Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Restricted Stock Unit Award	\$ 0 (2)	11/15/2010		M	14,90	961	05/15/2010(3)	02/15/2011	Common Stock, par value \$.01 per share	14,9

Reporting Owners

Reporting Owner Name / Address	Relationships							
1 8	Director	10% Owner	Officer		Other			
Blackburn Jeffrey M								

P.O. BOX 81226

Senior Vice President

SEATTLE, WA 98108-1226

Signatures

/s/ Jeffrey M. Blackburn, Senior Vice 11/15/2010 President

> **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).

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- (1) This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
- (2) Converts into Common Stock on a one-for-one basis.
 - This award vests based upon the following vesting schedule and the satisfaction of certain business criteria intended to qualify the award
- (3) as tax-deductible compensation under Section 162(m) of the Internal Revenue Code: 14,961 shares on May 15, 2010, 14,960 shares on August 15, 2010, 14,961 shares on November 15, 2010 and 14,960 shares on 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.