

AMAZON COM INC

Form 4

November 19, 2007

**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

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Kessel Steven

(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)  
11/15/2007

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
\_X\_ Officer (give title \_\_\_\_\_ Other (specify  
below) below)

Senior Vice President

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ 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)
Common Stock, par value \$.01 per share	11/15/2007		M	6,243 A \$ 0	6,243	D	
Common Stock, par value \$.01 per share	11/15/2007		M	1,083 A \$ 0	7,326	D	
Common Stock, par value \$.01 per share	11/15/2007		M	1,359 A \$ 0	8,685	D	

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Common  
Stock, par  
value \$.01  
per share

11/15/2007

S<sup>(1)</sup> 8,685 D \$ 79.14 0 D

Common  
Stock, par  
value \$.01  
per share

275.361 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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Unit Award	\$ 0 <sup>(2)</sup>	11/15/2007		M	6,243	11/15/2006 <sup>(3)</sup> 02/15/2010	Common Stock, par value \$.01 per share 6,243
Restricted Stock Unit Award	\$ 0 <sup>(2)</sup>	11/15/2007		M	1,083	04/14/2006 <sup>(4)</sup> 02/15/2008	Common Stock, par value \$.01 per share 1,083
Restricted Stock Unit Award	\$ 0 <sup>(2)</sup>	11/15/2007		M	1,359	01/09/2006 <sup>(5)</sup> 02/15/2009	Common Stock, par value \$.01 per share 1,359

## Reporting Owners

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

## Signatures

/s/ Steven Kessel, Senior Vice President  
11/15/2007

\_\_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.
- (2) Converts into Common Stock on a one-for one basis.  
  
Subject to the reporting person's continued employment with the issuer, this award will vest and convert into shares of common stock at the rate of 10.00% on November 15, 2006, 5.87% on May 15, 2007, 5.83% on August 15, 2007 and an additional 5.83% for each 3-month period thereafter through February 15, 2008, 8.33% on May 15, 2008 and an additional 8.33% for each 3-month period thereafter through February 15, 2010.
- (3) 25% of this award was vested at the time the reporting person filed their Form 3, and subject to the reporting person's continued employment with the issuer, will vest and convert into shares of common stock of the issuer at the rate of 12.50% on November 15, 2006 and an additional 12.50% for each 3-month period thereafter through February 15, 2008.
- (4) 25% of this award was vested at the time the reporting person filed their Form 3, and subject to the reporting person's continued employment with the issuer, will vest and convert into shares of common stock of the issuer at the rate of 7.50% on November 15, 2006 and an additional 7.50% for each 3-month period thereafter through February 15, 2009.
- (5)

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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