

VALENTINE H BRIAN

Form 4

September 18, 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

OMB  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
VALENTINE H BRIAN

(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)  
09/18/20124. 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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$.01 per share	09/18/2012		M	80,000	A \$ 0	110,000	D
Common Stock, par value \$.01 per share	09/18/2012		S <sup>(1)</sup>	1,900	D \$ 257.5353 (2)	108,100	D
Common Stock, par	09/18/2012		S <sup>(1)</sup>	1,721	D \$ 258.6072	106,379	D

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value					(3)		
\$.01 per							
share							
Common							
Stock, par					\$		
value	09/18/2012	S(1)	26,979	D	259.6444	79,400	D
\$.01 per					(4)		
share							
Common							
Stock, par					\$		
value	09/18/2012	S(1)	1,400	D	260.2372	78,000	D
\$.01 per					(5)		
share							
Common							
Stock, par							
value						204.629	I
\$.01 per							
share							

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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Unit Award	\$ 0 (6)	09/18/2012		M	80,000	09/18/2008(7) 09/18/2012	Common Stock, par value \$.01 per share 80,000

## Reporting Owners

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

## Signatures

/s/ by Michael D. Deal as attorney-in-fact for H. Brian Valentine, Senior Vice President

09/18/2012

\_\_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 \$258.04 and the lowest price at which shares were sold was \$257.07.
- (3) Represents the weighted average sale price. The highest price at which shares were sold was \$259.04 and the lowest price at which shares were sold was \$258.20.
- (4) Represents the weighted average sale price. The highest price at which shares were sold was \$260.06 and the lowest price at which shares were sold was \$259.08.
- (5) Represents the weighted average sale price. The highest price at which shares were sold was \$260.32 and the lowest price at which shares were sold was \$260.09.
- (6) Converts into Common Stock on a one-for-one basis.
- (7) This award vested 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: 80,000 shares on each of September 18, 2008, September 18, 2009, September 18, 2010, September 18, 2011 and September 18, 2012.

### 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,

Exhibit 24

### Substitution Power of Attorney

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.