

AMAZON COM INC

Form 3

April 24, 2007

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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 *

Reynolds Shelley

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

04/15/2007

3. Issuer Name and Ticker or Trading Symbol
AMAZON COM INC [AMZN]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

P.O. BOX 81226

(Street)

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer ____ Other
(give title below) (specify below)
Vice President6. Individual or Joint/Group
Filing(Check Applicable Line)
__X__ Form filed by One Reporting
Person
____ Form filed by More than One
Reporting Person

SEATTLE, WA 98108-1226

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

**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.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative
Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)Date Exercisable Expiration
Date3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title

Amount or
Number of
Shares4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect
(I)
(Instr. 5)6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

| | | | | | | | |
|-----------------------------|---------------------------|------------|--------------|--------|---------------------|---|---|
| Restricted Stock Unit Award | 02/27/2008 ⁽¹⁾ | 04/05/2016 | Common Stock | 42,000 | \$ 0 ⁽²⁾ | D | Â |
| Restricted Stock Unit Award | 05/15/2008 ⁽³⁾ | 04/05/2017 | Common Stock | 15,091 | \$ 0 ⁽²⁾ | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Reynolds Shelley P.O. BOX 81226 SEATTLE, WA 98108-1226 | Â | Â | Â Vice President | Â |

Signatures

/s/ Shelley Reynolds, Vice President 04/24/2007

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 award vests based upon the following vesting schedule: 8,400 shares on February 27, 2008; 4,200 shares on August 27, 2008 and an additional 4,200 shares after every six months of employment thereafter until fully vested on February 27, 2012.
- (2) Converts into Common Stock on a one-for-one basis.
This award vests based upon the following vesting schedule: 1,872 shares on May 15, 2008 and an additional 1,872 shares after every three months of employment thereafter through November 15, 2008; 1,873 shares on February 15, 2009; 1,354 shares on May 15, 2009
- (3) and an additional 1,354 shares after every three months of employment thereafter through February 15, 2010; 547 shares on May 15, 2010 and an additional 547 shares for every three months of employment thereafter through November 15, 2010; and 545 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.