

AMAZON COM INC

Form 4

May 17, 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  
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2005  
Estimated average  
burden hours per  
response... 0.5

(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)  
05/15/2007

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 below) \_\_\_\_ 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)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$.01 per share	05/15/2007		M		6,285	A	\$ 0 6,285
Common Stock, par value \$.01 per share	05/15/2007		M		1,082	A	\$ 0 7,367
Common Stock, par value \$.01 per share	05/15/2007		M		1,359	A	\$ 0 8,726

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Common  
Stock, par  
value \$.01  
per share

05/15/2007

S<sup>(1)</sup>

6,285 D

\$  
61.4 2,441 D

Common  
Stock, par  
value \$.01  
per share

05/15/2007

S<sup>(1)</sup>

1,082 D

\$  
61.4 1,359 D

Common  
Stock, par  
value \$.01  
per share

05/15/2007

S<sup>(1)</sup>

1,359 D

\$  
61.4 0 D

Common  
Stock, par  
value \$.01  
per share

256.36 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  
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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)
Restricted Stock Unit Award	\$ 0 <sup>(2)</sup>	05/15/2007		M	6,285	11/15/2006 <sup>(3)</sup> 02/15/2010	Common Stock, par value \$.01 per share
Restricted Stock Unit Award	\$ 0 <sup>(2)</sup>	05/15/2007		M	1,082	04/14/2006 <sup>(4)</sup> 02/15/2008	Common Stock, par value

\$.01 per  
share

Restricted  
Stock Unit  
Award

\$ 0 (2)

05/15/2007

M

1.359

01/09/2006<sup>(5)</sup>

02/15/2009

Common  
Stock, par  
value

1.359

\$.01 per  
share

## 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

05/17/2007

**\*\*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.

- (3) 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.

- (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 12.50% on November 15, 2006 and an additional 12.50% for each 3-month period thereafter through February 15, 2008.

- (5) 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.

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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