AMAZON COM INC Form 4

FORM 4

July 31, 2007

OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
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Form 4 or Form 5 obligations may continue. See Instruction

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

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response...

1(b).

(Print or Type Responses)

1. Name and Address of Reporting I DALZELL RICHARD L	Person *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last) (First) (N	Middle)	AMAZON COM INC [AMZN] 3. Date of Earliest Transaction			
P.O. BOX 81226		(Month/Day/Year) 07/27/2007	Director 10% Owner _X Officer (give title Other (specify below) Senior Vice President		
(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 98108-1226	(7:n)		Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tal	ble I - Non-	Derivative S	Securi	ities Acquire	ed, Disposed of, o	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. Securitie or Disposed o (Instr. 3, 4)	f (D)	uired (A) or Price	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	07/27/2007		M	400,000	A	\$ 71.2813	420,000	D	
Common Stock, par value \$.01 per share	07/27/2007		S	361,979	D	\$ 83.9405 (1)	58,021	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

l. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Nı	ımber of	6. Date Exercisab	le and	7. Title and A	Amou
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orDeriv	ative	Expiration Date		Underlying S	Securi
Security	or Exercise		any	Code	Secu	rities	(Month/Day/Year)	(Instr. 3 and	4)
Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acqu	ired (A) or				
	Derivative				Disp	osed of (D)				
	Security				(Inst	. 3, 4, and				
					5)					
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo Nun Shar
Employee										
Stock Option (right to	\$ 71.2813	07/27/2007		M		400,000	08/22/2003(2)	03/26/2009	Common Stock	400
	Employee Stock Option (right to	Derivative Security Or Exercise Price of Derivative Security Employee Stock Option \$71.2813 (right to	Derivative Security or Exercise Price of Derivative Security Employee Stock Option \$71.2813 07/27/2007 (right to	Derivative Security or Exercise Price of Derivative Security Employee Stock Option \$71.2813 07/27/2007 (right to	Derivative Conversion (Month/Day/Year) Execution Date, if any Code Instr. 3) Price of Derivative Security Code V Employee Stock Option \$71.2813 07/27/2007 M Execution Date, if any Code (Month/Day/Year) (Instr. 8) Code V Code V	Derivative Conversion (Month/Day/Year) Execution Date, if TransactiorDerivative Security or Exercise any Code Security Instr. 3) Price of Derivative Security Occurity Occurit	Derivative Conversion (Month/Day/Year) Execution Date, if any Code Securities Instr. 3) Price of Derivative Security Security Price of Derivative Security Code V (A) (D) Employee Stock Option \$71.2813 07/27/2007 M 400,000 TransactionDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Derivative Conversion (Month/Day/Year) Execution Date, if any Code Securities (Month/Day/Year) Expiration Date (Month/Day/Year) Code Securities (Month/Day/Year) Disposed of (D) (Instr. 3, 4, and 5) Date Exercisable Code V (A) (D) Employee Stock Option \$71.2813 07/27/2007 M 400,000 08/22/2003(2) (right to	Derivative Conversion (Month/Day/Year) Execution Date, if any Code Securities (Month/Day/Year) Expiration Date (Month/Day/Year) Code Securities (Month/Day/Year) (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Employee Stock Option \$71.2813 07/27/2007 M 400,000 08/22/2003(2) 03/26/2009 (right to	Derivative Conversion (Month/Day/Year) Execution Date, if any Code Securities (Month/Day/Year) (Instr. 3) Price of Derivative Security Security Security Security Security Security Security Price of Derivative Security Securities (Month/Day/Year) Securities (Month/Day/Year) Securities (Month/Day/Year) Securities (Month/Day/Year) Securities Securities (Month/Day/Year) Securities (Month/Day/Year) Securities Securities Securities (Month/Day/Year) Securities S

Reporting Owners

Reporting Owner Name / Address	Relationships
Renorting Owner Name / Address	

Director 10% Owner Officer Other

DALZELL RICHARD L P.O. BOX 81226

SEATTLE, WA 98108-1226

Senior Vice President

Signatures

/s/ Richard L. Dalzell, Senior Vice

President 07/30/2007

**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) Represents the weighted average sales price. The highest price at which shares were sold was \$84.92 and the lowest price at which shares were sold was \$83.16.
- (2) This option vests at the rate of 20.00% per year on each of the following dates: August 22, 2003, August 22, 2004, November 8, 2005, November 8, 2006 and November 8, 2007.

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.

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