SZKUTAK THOMAS J

Form 4

value

share

\$.01 per

November 03, 2004

OMB APPROVAL UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading SZKUTAK THOMAS J Issuer Symbol AMAZON COM INC [AMZN] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner Other (specify _X__ Officer (give title P.O. BOX 81226 11/01/2004 below) below) Senior Vice President and CFO (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting SEATTLE, WA 98108-1226 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) Owned Direct (D) Ownership (Instr. 8) Following or Indirect (Instr. 4) Reported (A) Transaction(s) (Instr. 4) (Instr. 3 and 4) Code V Amount Price Common \$ Stock, par 11/01/2004 $S^{(1)}$ 35,000 D 34.2888 D value 57,856 (2) \$.01 per share Held by the Common reporting Stock, par person's

Amazon.com

401(k) plan

account

95.769

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

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SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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

	1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	
	Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	ionNumber	Expiration D	ate	Amoun	nt of	Derivative	
	Security	or Exercise		any	Code of (Month/Day/Y		Year)	Underl	ying	Security		
	(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative			Securities (Instr. 3 and 4)		(Instr. 5)	
		Derivative				Securities						
		Security			Acquired (A) or							
						Disposed						
						of (D)						
						(Instr. 3,						
						4, and 5)						
										A		
										Amount		
							Date Expiration Exercisable Date	Expiration		or Name le con		
								Date		Number		
					C-1- 1	7. (A) (D)				of		
					Code V	V (A) (D)		Shares	Snares			

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SZKUTAK THOMAS J P.O. BOX 81226 SEATTLE, WA 98108-1226

Senior Vice President and CFO

Signatures

THOMAS J. SZKUTAK, Senior Vice President and CFO

11/03/2004

**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 sale 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 \$34.32 and the lowest price at which shares were sold was \$34.25.

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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