

AMAZON COM INC
Form 3
September 18, 2006

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

OMB APPROVAL

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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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Jassy Andrew R | | (Month/Day/Year) | AMAZON COM INC [AMZN] | |
| (Last) | (First) | (Middle) | 09/07/2006 | |
| P.O. BOX 81226 | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| SEATTLE,Â WAÂ 98108-1226 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | Senior Vice President | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. 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) |
|---|--|---|---|
| Common Stock, par value \$.01 per share | 250.651 | 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.

SEC 1473 (7-02)

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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) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|--|---|--|
| | Date Exercisable | Title | | | |

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| | | Expiration Date | | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|--------------------------------------|---------------------------|-----------------|--------------|----------------------------|---------------------|----------------------------|---|
| Employee Stock Option (Right to Buy) | 09/01/2002 ⁽¹⁾ | 09/06/2011 | Common Stock | 80,000 | \$ 7.93 | D | Â |
| Restricted Stock Unit Award | 04/14/2005 ⁽²⁾ | 02/15/2010 | Common Stock | 17,500 | \$ 0 ⁽⁶⁾ | D | Â |
| Restricted Stock Unit Award | 11/15/2006 ⁽³⁾ | 02/15/2010 | Common Stock | 107,095 | \$ 0 ⁽⁶⁾ | D | Â |
| Restricted Stock Unit Award | 05/15/2008 ⁽⁴⁾ | 02/15/2009 | Common Stock | 4,531 | \$ 0 ⁽⁶⁾ | D | Â |
| Restricted Stock Unit Award | 05/15/2009 ⁽⁵⁾ | 02/15/2011 | Common Stock | 70,388 | \$ 0 ⁽⁶⁾ | D | Â |

Reporting Owners

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

Signatures

Andrew R. Jassy, Senior Vice President
Date: 09/14/2006

 **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).

- Exercised as to 55,000 options and vested as to an additional 55,000 options, with the remaining 25,000 options currently unvested. This
- (1) award vests at the rate of 4.63% on December 1, 2006 and an additional 4.63% for each 3-month period thereafter through September 1, 2007.
 - (2) Vested as to 7,500 units with the remaining 17,500 units currently unvested. This award vests at the rate of 5.00% on November 15, 2006 and an additional 5.00% for each 3-month period thereafter through February 15, 2010.
 - (3) This award vests at the rate of 6.25% on November 15, 2006, 6.77% on May 15, 2007 and an additional 6.77% 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) This award vests at the rate of 25.00% on May 15, 2008, and an additional 25.00% for each 3-month period thereafter through February 15, 2009.
 - (5) This award vests at the rate of 3.75% on May 15, 2009 and an additional 3.75% for each 3-month period thereafter through February 15, 2010, 21.25% on May 15, 2010 and an additional 21.25% for each 3-month period thereafter through February 15, 2011.
 - (6) Converts into Common Stock on a one-for-one basis.

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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