AMAZON COM INC

Form 4 October 03, 2006

FORM 4

OMB APPROVAL

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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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

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 * Kessel Steven Symbol AMAZON COM INC [AMZN]

(Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

P.O. BOX 81226 10/01/2006

> (Street) 4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Issuer

(Check all applicable)

Director 10% Owner X_ Officer (give title Other (specify 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

SEATTLE, WA 98108-1226

| (City) | (State) | (Zip) Tab | ole I - Non- | Derivativ | e Secu | ırities Ac | quired, Disposed | d of, or Benef | icially 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 ansaction(A) or Disposed of (D) de (Instr. 3, 4 and 5) str. 8) | | | 5. Amount of 6. Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect Reported (I) Transaction(s) (Instr. 4) | | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| Common Stock, par value \$.01 per share | 10/01/2006 | | Code V M | Amount 1,848 | or (D) | Price | (Instr. 3 and 4) 1,848 | D | | |
| Common Stock, par value \$.01 per share | 10/02/2006 | | S <u>(1)</u> | 1,848 | D | \$ 31.94 | 0 | D | | |
| Common Stock, par value \$.01 per share | | | | | | | 219.713 | I | Held by the reporting person's Amazon.com | |

401(k) plan account

Stock

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

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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)

| Derivative Security (Instr. 3) | | Conversion or Exercise Price of Derivative Security | (Month/Day/Year) | Execution Date, if any (Month/Day/Year) | Transacti Code (Instr. 8) | on Derivative Securities Acquired (A) or Disposed of (D) | Expiration Date (Month/Day/Year) | | Underlying Securitie (Instr. 3 and 4) | |
|--------------------------------------|--------------------------|-----------------------------------------------------------------|------------------|-----------------------------------------|---------------------------------|----------------------------------------------------------|----------------------------------|--------------------|---------------------------------------|---------------------------------------|
| | | | | | Code V | (Instr. 3, 4, and 5) | Date Exercisable | Expiration Date | Title | Amoun or Number of Shares |
| | Restricted Stock Unit | \$ 0 (2) | 10/01/2006 | | М | 1.848 | 10/01/2003 ⁽³⁾ | 10/01/2008 | Common | 1.848 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--------------------------------|---------------|
|--------------------------------|---------------|

Director 10% Owner Officer Other

Kessel Steven

Award

P.O. BOX 81226 Senior Vice President

SEATTLE, WA 98108-1226

Signatures

Steven Kessel, Senior Vice President 10/03/2006

**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.

Reporting Owners 2

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Subject to the reporting person's continued employment with the issuer, this award will vest and convert into shares of common stock of the issuer at the rate of 25.00% on October 1, 2003, 25.00% on October 1, 2004, 20.00% on October 1, 2006, 20.00% on October 1, 2007 and 10.00% on October 1, 2008.

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.