AMAZON COM INC

Form 4 April 02, 2008

FORM 4

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

OMB Number: 3235-0287

OMB APPROVAL

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

response... 0.5

1(b).

(Print or Type Responses)

1. Name and Ad Blackburn Je		rting Person *	2. Issuer Name and Ticker or Trading Symbol AMAZON COM INC [AMZN]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
P.O. BOX 83	1226		(Month/Day/Year) 03/31/2008	Director 10% Owner _X Officer (give title Other (specify below) Senior Vice President		
(Street)			4. If Amendment, Date Original 6. Individual or Joint/Group I			
SEATTLE, V	WA 98108-1	1226	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Ac	quired, Disposed of, or Beneficially Owned		

(City)	(State)	(Zip) Tab	le I - Non-	Derivativ	e Secu	ırities Ac	quired, Disposed	l of, or Benefi	icially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock, par value \$.01	03/31/2008		Code V M	Amount 2,500	(D)	Price \$ 7.93	(Instr. 3 and 4) 5,605	D	
per share Common						¢			
Stock, par value \$.01 per share	03/31/2008		S <u>(1)</u>	2,500	D	70.25	3,105	D	
Common Stock, par value \$.01 per share							320.592	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.

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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. Transactic Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	rivative Expiration Date ities (Month/Day/Year) ired r osed of . 3, 4,		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amoun or Number of Shares
Employee Stock Option (Right to Buy)	\$ 7.93	03/31/2008		M	2,500	05/14/2003(2)	09/06/2011	Common Stock, par value \$.01 per share	2,500

Reporting Owners

Reporting Owner Name / Address				
	Director	10% Owner	Officer	Other

Blackburn Jeffrey M

P.O. BOX 81226 Senior Vice President

SEATTLE, WA 98108-1226

Signatures

/s/Jeffrey M. Blackburn, Senior Vice President 03/31/2008

**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.

Reporting Owners 2

Relationships

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(2) This option vests at the rate of 5.00% on May 14, 2003 and an additional 5.00% upon each completed quarter of employment thereafter until fully vested on February 14, 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.