

WILKE JEFFREY A  
 Form 4  
 May 05, 2008

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN 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 \*  
**WILKE JEFFREY A**

(Last) (First) (Middle)

P.O. BOX 81226

(Street)

SEATTLE, WA 98108-1226

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**AMAZON COM INC [AMZN]**

3. Date of Earliest Transaction  
 (Month/Day/Year)  
**05/01/2008**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**Senior Vice President**

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 \_\_\_ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, 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. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.01 per share	05/01/2008		M		17,186	A	\$ 7.93
					47,186	D	
Common Stock, par value \$0.01 per share	05/01/2008		S <sup>(1)</sup>		17,186	D	\$ 80
					30,000	D	
Common Stock, par	05/02/2008		M		10,940	A	\$ 7.93
					40,940	D	

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value \$.01 per share								
Common Stock, par value \$.01 per share	05/02/2008	<u>S<sup>(1)</sup></u>	480	D	\$ 81.01	40,460	D	
Common Stock, par value \$.01 per share	05/02/2008	<u>S<sup>(1)</sup></u>	1,520	D	\$ 81	38,940	D	
Common Stock, par value \$.01 per share	05/02/2008	<u>S<sup>(1)</sup></u>	3,339	D	\$ 80.5	35,601	D	
Common Stock, par value \$.01 per share	05/02/2008	<u>S<sup>(1)</sup></u>	5,000	D	\$ 80.3	30,601	D	
Common Stock, par value \$.01 per share	05/02/2008	<u>S<sup>(1)</sup></u>	100	D	\$ 80.03	30,501	D	
Common Stock, par value \$.01 per share	05/02/2008	<u>S<sup>(1)</sup></u>	100	D	\$ 80.02	30,401	D	
Common Stock, par value \$.01 per share	05/02/2008	<u>S<sup>(1)</sup></u>	101	D	\$ 80.01	30,300	D	
Common Stock, par value \$.01 per share	05/02/2008	<u>S<sup>(1)</sup></u>	300	D	\$ 80	30,000	D	
Common Stock, par value						372,681	I	Held by the reporting person's

\$.01 per share

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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(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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 7.93	05/01/2008		M	17,186	02/14/2002 <sup>(2)</sup> 09/06/2011	Common Stock	17,186
Employee Stock Option (Right to Buy)	\$ 7.93	05/02/2008		M	10,940	02/14/2002 <sup>(2)</sup> 09/06/2011	Common Stock	10,940

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WILKE JEFFREY A P.O. BOX 81226 SEATTLE, WA 98108-1226			Senior Vice President	

## Signatures

/s/ Jeffrey A. Wilke, Senior Vice President

05/02/2008

\*\*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.
- (2) This option vests at the rate of 4.08% on February 14, 2002, 4.08% on February 14, 2003, and 4.592% per quarter thereafter until fully vested on February 14, 2008.

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