Edgar Filing: WILSON L MICHELLE - Form 4

WILSON I Form 4	L MICHELLE											
May 18, 20												
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION										APPROVAL		
		DINIL		ashingto					OMB Number:	3235-0287		
Check this box if no longer					Expires:	January 31, 2005						
subject	F CHANGES IN BENEFICIAL OWNERSHIP OF						Estimated	average				
Section 16. Form 4 or			SECURITIES						burden hours per response 0.5			
Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of									·			
obligations may continue. See Instruction 1(b). 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	e Responses)											
1. Name and Address of Reporting Person <u>*</u> WILSON L MICHELLE			2. Issuer Name and Ticker or Trading Symbol					5. Relationship of Reporting Person(s) to Issuer				
			AMAZON COM INC [AMZN]					(Check all applicable)				
(Last) (First) (Middle)			3. Date of Earliest Transaction (Month/Day/Year)					Director 10% Owner				
P.O. BOX	81226		05/15/	-	'			Officer (give title Other (specify below) below)				
								Senior Vice President				
		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				
SEATTLE	c, WA 98108-122	6						Form filed by M Person				
(City)	(State)	(Zip)	Та	ble I - Non	-Derivativ	e Seci	irities Acqu	uired, Disposed of	, or Beneficia	ally Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution 1 any	Date, if Transactionor Disposed of (D) Se Code (Instr. 3, 4 and 5) Be ay/Year) (Instr. 8) Or Fo			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)				
						(A) or		Transaction(s)	(Instr. 4)			
Common Stock, par				Code V	Amount	(D)	Price	(Instr. 3 and 4)				
value \$.01 per share	05/15/2009			М	1,004	A	\$ 0	32,610	D			
Common Stock, par value	05/15/2009			М	11,512	А	\$ 0	44,122	D			
\$.01 per share												
Common Stock, par	05/15/2009			S <u>(1)</u>	2,572	D	\$ 75.5675	41,550	D			

		_aga.	g200							
value \$.01 per share					(2)					
Common Stock, par value \$.01 per share	05/15/2009		S <u>(1)</u> 2	2,435 D	\$ 74.7417 (<u>3)</u>	39,115	D			
Common Stock, par value \$.01 per share						425.296	Ι	rep per An 40	ld by the orting son's nazon.com. l(k) plan count	
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. 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	Code	5. Number of orDerivative Securities Acquired (A or Disposed (D) (Instr. 3, 4, and 5)	Expiration I (Month/Day	Date		7. Title and . Underlying S (Instr. 3 and	Securiti
				Code V	(A) (D)	Date Exerci	sable	Expiration Date	Title	Amou or Numb of Sha
Restricted Stock Unit Award	\$ 0 <u>(4)</u>	05/15/2009		М	1,004	05/15/200)8 <u>(5)</u>	02/15/2010	Common Stock, par value \$.01 per share	1,00
Restricted Stock Unit Award	\$ 0 <u>(4)</u>	05/15/2009		М	11,51	2 05/15/200)8 <u>(6)</u>	02/15/2011	Common Stock, par value \$.01 per share	11,5

Reporting Owners

Reporting Owner Name / Address		1		
	Director	10% Owner	Officer	Other
WILSON L MICHELLE P.O. BOX 81226 SEATTLE, WA 98108-1226			Senior Vice President	
Signatures				
/s/ L. Michelle Wilson, Senior Secretary	05/18/2009			
<u>**</u> Signat	ure of Report	ing 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.
- Represents the weighted average sale price. The highest price at which shares were sold was \$75.95 and the lowest price at which shares(2) were sold was \$75.25. The reporting person undertakes to provide, upon request by the staff of the SEC, the issuer, or a security holder of the issuer, full information regarding the number of shares transacted at each price.

Represents the weighted average sale price. The highest price at which shares were sold was \$75.09 and the lowest price at which shares(3) were sold was \$74.20. The reporting person undertakes to provide, upon request by the staff of the SEC, the issuer, or a security holder of the issuer, full information regarding the number of shares transacted at each price.

(4) Converts into Common Stock on a one-for-one basis.

(5) This award vests based upon the following vesting schedule and the satisfaction of certain business criteria intended to qualify the award as tax-deductible compensation under Section 162(m) of the Internal Revenue Code: 18.75% on May 15, 2008 and an additional 18.75% upon completion of each 3-month period of employment thereafter through February 15, 2009; 6.25% on May 15, 2009 and an additional 6.25% upon completion of each 3-month period thereafter through February 15, 2010.

This award vests based upon the following vesting schedule and the satisfaction of certain business criteria intended to qualify the award as tax-deductible compensation under Section 162(m) of the Internal Revenue Code: 6.75% on May 15, 2008 and an additional 6.75%

(6) upon completion of each 3-month period of employment thereafter through February 15, 2009; 9.33% on May 15, 2009 and an additional 9.33% upon completion of each 3-month period thereafter through February 15, 2010; 8.92% on May 15, 2010 and an additional 8.92% upon completion of each 3-month period thereafter through February 15, 2011.

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.