Edgar Filing: Jassy Andrew R - Form 4

Jassy Andre Form 4 August 18,												
FORM	ЛЛ								OMB	APPROVAL		
	UNITED					COMMISSION	OMB Number:	3235-0287				
if no lot subject Section Form 4 Form 5 obligati may co <i>See</i> Inst	to 16. or Filed pu ons ntinue.	CHA ection Public	 Vashington, D.C. 20549 NGES IN BENEFICIAL OWNERSHIP OF SECURITIES 16(a) of the Securities Exchange Act of 1934, Utility Holding Company Act of 1935 or Section Investment Company Act of 1940 					Expires:January 3Estimated averageburden hours perresponse0				
1(b).	D)											
(Print or Type	e Responses)											
Jassy Andrew R Symbo				uer Name and Ticker or Trading 1 ZON COM INC [AMZN]				5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First)				Transaction			(Check all applicable)				
(N			(Month/Day/Year) 08/15/2009					Director 10% Owner X Officer (give title Other (specify below) below) Senior Vice President				
(Street) 4. If A				If Amendment, Date Original				6. Individual or Joint/Group Filing(Check				
SEATTLE	, WA 98108-122	6	Filed(M	lonth/Day/Ye	ear)			Applicable Line) _X_ Form filed by C Form filed by M Person				
(City)	(State)	(Zip)	Та	ble I - Non	-Derivativ	e Secu	irities Acq	uired, Disposed of	, or Benefici	ally Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution E any	Date, if Transactionor Disposed of (D) Sec Code (Instr. 3, 4 and 5) Ber ny/Year) (Instr. 8) Ow Fol Rep				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)			
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)	(mouter)			
Common Stock, par value \$.01 per share	08/15/2009			М	1,250	A	\$0	6,651	D			
Common Stock, par value \$.01 per share	08/15/2009			М	8,924	A	\$0	15,575	D			
Common Stock, par	08/15/2009			М	2,636	А	\$0	18,211	D			

value \$.01 per share									
Common Stock, par value \$.01 per share	08/15/2009		M 1,	,750 A	\$0	19,961	D		
Common Stock, par value \$.01 per share	08/17/2009		S <u>(1)</u> 14	4,560 D	\$ 81.1495	5,401	D		
Common Stock, par value \$.01 per share						389.95	I per I Ar 40	eld by the porting rson's mazon.com u1(k) plan count.	
Reminder: Rej	port on a separ	rate line for each class		Person informa require display number	s who respor ation containe d to respond 's a currently r.	nd to the collect ed in this form a unless the form valid OMB cont	re not (C 1474 (9-02)	
			tive Securities Acqu 1ts, calls, warrants,						
		3. Transaction Date (Month/Day/Year)		Code	Securities	e Expiration Date Underly		7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	⁷ (A) (D)	Date Exercisable	Expiration Date	Title	Amoun or Numbe of Shares
Restricted Stock Unit Award	\$ 0 <u>(3)</u>	08/15/2009		М	1,250	04/14/2005 <u>(4)</u>	02/15/2010	Common Stock, par value \$.01 per share	1,250
Restricted	\$ 0 <u>(3)</u>	08/15/2009		М	8,924	11/15/2006(5)	02/15/2010	Common Stock par	8,924

Stock Unit

Stock, par

Award							value \$.01 per share	
Restricted Stock Unit Award	\$ 0 <u>(3)</u>	08/15/2009	М	2,636	05/15/2009 <u>(6)</u>	02/15/2011	Common Stock, par value \$.01 per share	2,636
Restricted Stock Unit Award	\$ 0 <u>(3)</u>	08/15/2009	М	1,750	05/15/2009 <u>(7)</u>	02/15/2014	Common Stock, par value \$.01 per share	1,750

Reporting Owners

Reporting Owner Name / Address		Relationships					
	Director	10% Owner	Officer	Other			
Jassy Andrew R P.O. BOX 81226 SEATTLE, WA 98108-1226			Senior Vice President				
Signatures							
/s/ Andrew R. Jassy, Senior Vie President	ce	08/1	7/2009				
**Signature of Reporting Person		I	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 \$81.27 and the lowest price at which shares(2) were sold was \$80.95. 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.
- (3) Converts into Common Stock on a one-for-one basis.

(4) 30% of this award was vested at the time the reporting person filed their Form 3, and subject to the reporting person's continued employment with the issuer 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, this award continues to vest and convert into shares of common stock of the issuer 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.

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: 6.25% on November 15, 2006, 6.77% on May 15,

(5) as davaded ble compensation under beetion 102(m) of the internal revenue code. 0.25 % on November 15, 2000, 0.77% 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.

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: 2,637 shares on May 15, 2009, 2,636 shares on

(6) August 15, 2009, 2,637 shares on November 15, 2009, 2,636 shares on February 15, 2010, 14,961 shares on May 15, 2010, 14,960 shares on August 15, 2010, 14,961 shares on November 15, 2010 and 14,960 shares on February 15, 2011.

Edgar Filing: Jassy Andrew R - Form 4

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: 1,750 shares on each of May 15, 2009, August 15,

(7) as tax-deductible compensation under section 102(in) of the internal Revenue Code: 1,750 shares on each of May 15, 2009, August 15, 2009, November 15, 2009 and February 15, 2010 and 7,750 shares on May 15, 2011 and each 3-month period thereafter through February 15, 2014.

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.