VALENTINE H BRIAN

Form 4

September 21, 2010

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

OMB APPROVAL

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if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * VALENTINE H BRIAN			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				
P.O. BOX 81226			(Month/Day/Year) 09/18/2010	Director 10% Owner _X_ Officer (give title Other (specify below) Senior Vice President			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
SEATTLE, WA 98108-1226			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reportin Person			

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) or 5. Amount of 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionDisposed of (D) Securities Ownership Indirect Beneficially (Instr. 3) Code (Instr. 3, 4 and 5) Form: Beneficial (Month/Day/Year) (Instr. 8) Owned Direct (D) Ownership Following or Indirect (Instr. 4) Reported (I) (A) Transaction(s) (Instr. 4) (Instr. 3 and 4) Code V Amount Price Common Stock, par 09/18/2010 M 80,000 \$0 85,000 D value Α \$.01 per share Common Stock, par \$ $S^{(1)}$ 150.2265 value 09/20/2010 22,363 D 62,637 D (2) \$.01 per share $S^{(1)}$ D Common 09/20/2010 8,100 D \$ 54,537 149.2793 Stock, par

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value \$.01 per share					(3)			
Common Stock, par value \$.01 per share	09/20/2010	S <u>(1)</u>	12,500	D	\$ 148.3543 (4)	42,037	D	
Common Stock, par value \$.01 per share	09/20/2010	S <u>(1)</u>	11,037	D	\$ 147.5855 (5)	31,000	D	
Common Stock, par value \$.01 per share						171.885	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)

$\label{thm:convertible} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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 orDerivative 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 Underlying Securition (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Restricted Stock Unit Award	\$ 0 <u>(6)</u>	09/18/2010		M	80,000	09/18/2008(7)	09/18/2012	Common Stock, par value \$.01 per share	80,0

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

VALENTINE H BRIAN P.O. BOX 81226 SEATTLE, WA 98108-1226

Senior Vice President

Signatures

/s/ H. Brian Valentine, Senior Vice President

09/21/2010

**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) Represents the weighted average sale price. The highest price at which shares were sold was \$150.79 and the lowest price at which shares were sold was \$149.80.
- (3) Represents the weighted average sale price. The highest price at which shares were sold was \$149.78 and the lowest price at which shares were sold was \$148.79.
- (4) Represents the weighted average sale price. The highest price at which shares were sold was \$148.78 and the lowest price at which shares were sold was \$147.79.
- (5) Represents the weighted average sale price. The highest price at which shares were sold was \$147.77 and the lowest price at which shares were sold was \$147.42.
- (6) Converts into Common Stock on a one-for-one basis.

This award vests based upon the following vesting schedule and the satisfaction of certain business criteria intended to qualify the award (7) as tax-deductible compensation under Section 162(m) of the Internal Revenue Code: 80,000 shares on each of September 18, 2008, September 18, 2010, September 18, 2011 and September 18, 2012.

Remarks:

REMARKS:

The reporting person undertakes to provide, upon request by the staff of the SEC, the issuer, or a security holder of the issuer, Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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