

WILKE JEFFREY A
Form 4
May 17, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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)
05/15/2011

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 Ownership Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock, par value \$0.01 per share	05/15/2011		M		10,000	A	\$ 0
Common Stock, par value \$0.01 per share	05/16/2011		S ⁽¹⁾		100	D	\$ 200.2
Common Stock, par value \$0.01 per share	05/16/2011		S ⁽¹⁾		800	D	\$ 198.2538

Edgar Filing: WILKE JEFFREY A - Form 4

value					<u>(2)</u>			
\$.01 per share								
Common Stock, par value	05/16/2011	<u>S(1)</u>	1,100	D	\$ <u>(3)</u>	197.3643	84,934	D
\$.01 per share								
Common Stock, par value	05/16/2011	<u>S(1)</u>	200	D	\$ <u>(4)</u>	196.35	84,734	D
\$.01 per share								
Common Stock, par value	05/16/2011	<u>S(1)</u>	700	D	\$ <u>(5)</u>	195.2329	84,034	D
\$.01 per share								
Common Stock, par value	05/16/2011	<u>S(1)</u>	200	D	\$ <u>(6)</u>	193.58	83,834	D
\$.01 per share								
Common Stock, par value	05/16/2011	<u>S(1)</u>	900	D	\$ <u>(7)</u>	192.1566	82,934	D
\$.01 per share								
Common Stock, par value							469.281	I
\$.01 per share								
								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.

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	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
--	------------------------------------	--------------------------------------	--	--------------------------------	---	--	---

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.

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.