WILKE JEFFREY A

Form 4

February 16, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and AdWILKE JEF	_	orting Person *	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	(
			(Month/Day/Year)	Director 10% Owner			
P.O. BOX 81226			02/15/2012	_X_ Officer (give title Other (specify below)			
				Senior Vice President			
(Street)			4. If Amendment, Date Original 6. Individual or Joint/Group Fil				
			Filed(Month/Day/Year)	Applicable Line)			
SEATTLE, WA 98108-1226				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tal	ble I - Non	-Derivativ	e Secı	ırities Acquir	ed, Disposed of,	or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securiti onDisposed (Instr. 3, 4)	of (D)		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)
Common Stock, par value \$.01 per share	02/15/2012		M	10,000	A	\$ 0	104,934	D	
Common Stock, par value \$.01 per share	02/15/2012		S(1)	700	D	\$ 190.66 (2)	104,234	D	
Common Stock, par	02/15/2012		S <u>(1)</u>	1,100	D	\$ 189.7986	103,134	D	

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value \$.01 per share					(3)			
Common Stock, par value \$.01 per share	02/15/2012	S <u>(1)</u>	300	D	\$ 188.79 (4)	102,834	D	
Common Stock, par value \$.01 per share	02/15/2012	S(1)	400	D	\$ 187.705 (5)	102,434	D	
Common Stock, par value \$.01 per share	02/15/2012	S <u>(1)</u>	800	D	\$ 186.4738 (6)	101,634	D	
Common Stock, par value \$.01 per share	02/15/2012	S <u>(1)</u>	500	D	\$ 185.342 (7)	101,134	D	
Common Stock, par value \$.01 per share	02/15/2012	S <u>(1)</u>	980	D	\$ 184.3141 (8)	100,154	D	
Common Stock, par value \$.01 per share	02/15/2012	S <u>(1)</u>	200	D	\$ 183.4575	99,954	D	
Common Stock, par value \$.01 per share						477.054	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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(9-02)

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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)	orDerivative		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amour Underlying Securit (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Restricted Stock Unit Award	\$ 0 (10)	02/15/2012		M	1	10,000	05/15/2011(11)	02/15/2014	Common Stock, par value \$.01 per share	10,0

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

WILKE JEFFREY A

P.O. BOX 81226 Senior Vice President

SEATTLE, WA 98108-1226

Signatures

/s/ JEFFREY A. WILKE, Senior Vice
President

02/15/2012

**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 \$191.20 and the lowest price at which shares were sold was \$190.23.
- (3) Represents the weighted average sale price. The highest price at which shares were sold was \$190.18 and the lowest price at which shares were sold was \$189.27.
- (4) Represents the weighted average sale price. The highest price at which shares were sold was \$189.15 and the lowest price at which shares were sold was \$188.41.
- (5) Represents the weighted average sale price. The highest price at which shares were sold was \$188.00 and the lowest price at which shares were sold was \$187.13.
- (6) Represents the weighted average sale price. The highest price at which shares were sold was \$186.90 and the lowest price at which shares were sold was \$185.93.

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Represents the weighted average sale price. The highest price at which shares were sold was \$185.88 and the lowest price at which shares were sold was \$185.03.

- (8) Represents the weighted average sale price. The highest price at which shares were sold was \$184.80 and the lowest price at which shares were sold was \$183.84.
- (9) Represents the weighted average sale price. The highest price at which shares were sold was \$183.52 and the lowest price at which shares were sold was \$183.395.
- (10) 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 as tax-deductible compensation under Section 162(m) of the Internal Revenue Code: 10,000 shares on each of May 15, 2011, August 15, 2011, November 15, 2011, February 15, 2012, May 15, 2012, August 15, 2012, November 15, 2012 and February 15, 2013 and 7,500 shares on each of May 15, 2013, August 15, 2013, November 15, 2013 and February 15, 2014.

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.