

AMAZON COM INC  
Form 4  
August 16, 2007

**FORM 4**

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

OMB APPROVAL

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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 \*  
Jassy Andrew R

(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)  
08/15/2007

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 Indirect Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|
|  |                                      |  | Code                           | V   | Amount  | (D)  | Price                                      |
| Common Stock, par value \$0.01 per share | 08/15/2007                           |  | M                              |   | 1,250   | A  | \$ 0                                       |
| Common Stock, par value \$0.01 per share | 08/15/2007                           |  | M                              |   | 7,251   | A  | \$ 0                                       |
| Common Stock, par value \$0.01 per share | 08/15/2007                           |  | S <sup>(1)</sup>               |   | 3,100   | D  | \$ 74.0029                                 |

|   |            |  |  |  |         |   |   |
|---|------------|--|--|--|---------|---|---|
| value<br>\$.01 per<br>share                         | <u>(2)</u> |  |  |  |         |   |   |
| Common<br>Stock, par<br>value<br>\$.01 per<br>share |            |  |  |  | 304.122 | I | Held by the<br>reporting<br>person's<br>Amazon.com<br>401(k) plan<br>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)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | Amount<br>or<br>Number<br>of<br>Shares |
|---|--|---|---|--------------------------------------|---|--|---|--|
|   |  |   |   | Code V (A) (D)                       |   | Date Exercisable Expiration<br>Date Date                       | Title   |  |
| Restricted<br>Stock Unit<br>Award                   | \$ 0 <sup>(3)</sup>  | 08/15/2007                              |   | M                                    | 1,250   | 04/14/2005 <sup>(4)</sup> 02/15/2010                           | Common<br>Stock, par<br>value<br>\$.01 per<br>share                 | 1,250                                  |
| Restricted<br>Stock Unit<br>Award                   | \$ 0 <sup>(3)</sup>  | 08/15/2007                              |   | M                                    | 7,251   | 11/15/2006 <sup>(5)</sup> 02/15/2010                           | Common<br>Stock, par<br>value<br>\$.01 per<br>share                 | 7,251                                  |

## Reporting Owners

| Reporting Owner Name / Address | Relationships |           |                       |       |
|--------------------------------|---------------|-----------|-----------------------|-------|
|                                | Director      | 10% Owner | Officer               | Other |
|                                |               |           | Senior Vice President |       |

Jassy Andrew R  
P.O. BOX 81226  
SEATTLE, WA 98108-1226

## Signatures

/s/ L. MICHELLE WILSON, attorney-in-fact for Andrew R. Jassy, Senior Vice  
President

08/16/2007

\_\_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) Non-discretionary sale pursuant to the terms of the Restricted Stock Unit Award in order to satisfy tax obligations.
  - (2) Represents the weighted average sales price. The highest price at which shares were sold was \$74.16 and the lowest price at which shares were sold was \$73.90.
  - (3) Converts into Common Stock on a one-for-one basis.  
  
30% of this award was vested at the time the reporting person filed their Form 3, and subject to the reporting person's continued
  - (4) employment with the issuer, 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.  
  
Subject to the reporting person's continued employment with the issuer, this award will vest and convert into shares of common stock of
  - (5) the issuer at the rate of 6.25% on November 15, 2006, 6.77% 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.

### Remarks:

Remarks

Exhibit List:

Exhibit 24--Power of Attorney

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.