

VALENTINE H BRIAN

Form 4

September 20, 2011

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
VALENTINE H BRIAN

(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)
09/18/20114. If Amendment, Date Original
Filed(Month/Day/Year)5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Senior Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Common Stock, par value \$.01 per share	09/18/2011		M	80,000	A \$ 0	90,000	D
Common Stock, par value \$.01 per share	09/19/2011		S ⁽¹⁾	1,100	D \$ 240.2164 ⁽²⁾	88,900	D
Common Stock, par	09/19/2011		S ⁽¹⁾	1,600	D \$ 239.6881	87,300	D

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value					(3)			
\$.01 per								
share								
Common								
Stock, par					\$			
value	09/19/2011	S(1)	2,800	D	238.3729	84,500	D	
\$.01 per					(4)			
share								
Common								
Stock, par					\$			
value	09/19/2011	S(1)	6,700	D	237.5255	77,800	D	
\$.01 per					(5)			
share								
Common								
Stock, par					\$			
value	09/19/2011	S(1)	6,500	D	236.4469	71,300	D	
\$.01 per					(6)			
share								
Common								
Stock, par					\$			
value	09/19/2011	S(1)	5,900	D	235.4168	65,400	D	
\$.01 per					(7)			
share								
Common								
Stock, par					\$			
value	09/19/2011	S(1)	16,700	D	234.5868	48,700	D	
\$.01 per					(8)			
share								
Common								
Stock, par					\$			
value	09/19/2011	S(1)	3,700	D	233.5952	45,000	D	
\$.01 per					(9)			
share								
Common								
Stock, par								
value						189.253	I	Held by the
\$.01 per								reporting
share								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)

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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)	5. Number of Derivative 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 of Underlying Security (Instr. 3 and 4)	8. Amount or Number of Shares of Underlying Security
Restricted Stock Unit Award	\$ 0 ⁽¹⁰⁾	09/18/2011		M	80,000	09/18/2008 ⁽¹¹⁾ 09/18/2012	Common Stock, par value \$.01 per share	80,000

Reporting Owners

Reporting Owner Name / Address	Relationships
VALENTINE H BRIAN P.O. BOX 81226 SEATTLE, WA 98108-1226	Director 10% Owner Officer Other Senior Vice President

Signatures

/s/ H. Brian Valentine, Senior Vice President
09/20/2011
**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 \$240.42 and the lowest price at which shares were sold was \$240.00.
- (3) Represents the weighted average sale price. The highest price at which shares were sold was \$239.99 and the lowest price at which shares were sold was \$239.01.
- (4) Represents the weighted average sale price. The highest price at which shares were sold was \$238.98 and the lowest price at which shares were sold was \$238.00.
- (5) Represents the weighted average sale price. The highest price at which shares were sold was \$237.99 and the lowest price at which shares were sold was \$237.00.
- (6) Represents the weighted average sale price. The highest price at which shares were sold was \$236.99 and the lowest price at which shares were sold was \$236.00.
- (7)

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Represents the weighted average sale price. The highest price at which shares were sold was \$235.96 and the lowest price at which shares were sold was \$235.02.

(8) Represents the weighted average sale price. The highest price at which shares were sold was \$234.99 and the lowest price at which shares were sold was \$234.00.

(9) Represents the weighted average sale price. The highest price at which shares were sold was \$233.99 and the lowest price at which shares were sold was \$233.01.

(10) Converts into Common Stock on a one-for-one basis.

(11) 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: 80,000 shares on each of September 18, 2008, September 18, 2009, 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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