

Kessel Steven  
 Form 4  
 November 18, 2008

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

OMB APPROVAL

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**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 \*  
 Kessel Steven

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  
 Officer (give title below) \_\_\_\_\_ Other (specify below)

P.O. BOX 81226

11/15/2008

Senior Vice President

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

SEATTLE, WA 98108-1226

(City) (State) (Zip)

**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 Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
|  |                                      |  | Code                           | V   | Amount  | (D)  | Price   |
| Common Stock, par value \$0.01 per share | 11/15/2008                           |  | M                              |   | 1,359   | A  | \$ 0  |
| Common Stock, par value \$0.01 per share | 11/15/2008                           |  | M                              |   | 8,921   | A  | \$ 0  |
| Common Stock, par value \$0.01 per share | 11/17/2008                           |  | S <sup>(1)</sup>               |   | 10,280  | D  | \$ 0  |
|  |                                      |  |                                |   |   |  | 39.91   |

value  
\$.01 per  
share

Common  
Stock, par  
value  
\$.01 per  
share

314.282 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)

**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 Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Restricted Stock Unit Award                | \$ 0 <sup>(2)</sup>                                    | 11/15/2008                           |  | M                              | 1,359   | 01/09/2006 <sup>(3)</sup> 02/15/2009                     | Common Stock, par value \$.01 per share                       | 1,359                      |
| Restricted Stock Unit Award                | \$ 0 <sup>(2)</sup>                                    | 11/15/2008                           |  | M                              | 8,921   | 11/15/2006 <sup>(4)</sup> 02/15/2010                     | Common Stock, par value \$.01 per share                       | 8,921                      |

## Reporting Owners

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

Kessel Steven  
P.O. BOX 81226  
SEATTLE, WA 98108-1226

## Signatures

/s/ Steven Kessel, Senior Vice  
President

11/18/2008

\_\_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) Converts into Common Stock on a one-for one basis.

(3) 25% of this award was vested at the time the reporting person filed their Form 3, and subject to the reporting person's continued employment with the issuer, will vest and convert into shares of common stock of the issuer at the rate of 7.50% on November 15, 2006 and an additional 7.50% for each 3-month period thereafter through February 15, 2009.

(4) Subject to the reporting person's continued employment with the issuer 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, this award vests and converts into shares of common stock at the rate of 10.00% on November 15, 2006, 5.87% on May 15, 2007, 5.83% on August 15, 2007 and an additional 5.83% 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.

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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