AMAZON COM INC

Form 4 October 02, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

3235-0287 Number:

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5. Relationship of Reporting Person(s) to

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

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

2. Issuer Name and Ticker or Trading

1(b).

per share

(Print or Type Responses)

1. Name and Address of Reporting Person *

Blackburn	Jeffrey M	, -	Symbol				Ü	Issuer	· · · · · · · · · · · · · · · · · · ·	(-)		
	AMAZON COM INC [AMZN]					(Check all applicable)						
(Last)	(First)	(Middle)	3. Date of Earliest Transaction									
P.O. BOX 81226			(Month/Day/Year) 09/30/2008					Director _X_ Officer (10% Owner Other (specify			
1.0.2011	01220		071301.	2000				below)	below nior Vice Pres	,		
	(Street)		4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check				
	Filed(Month/Day/Year)					Applicable Line) _X_ Form filed by One Reporting Person						
SEATTLE	, WA 98108-1220	5						Form filed b	by More than Or	ne Reporting		
(City)	(State)	(Zip)	Tal	ole I - Non	-Derivativ	e Sec	urities Ac	quired, Disposed	d of, or Benef	icially Owned		
1.Title of Security (Instr. 3)	urity (Month/Day/Year) Execution Date,		Date, if	3. Transaction Code (Instr. 8)	4. Securi or(A) or Di (Instr. 3,	ispose	d of (D)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common				Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)			
Stock, par value \$.01 per share	09/30/2008			S <u>(1)</u>	3,000	D	\$ 66.66	7,885	D			
Common Stock, par value \$.01								337.872	I	Held by the reporting person's Amazon.com		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

401(k) plan account

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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	2.	3. Transaction Date		4.	5.	6. Date Exer		7. Titl		8. Price of	9. Nu
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transact Code (Instr. 8)	ofNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	5		Amou Under Secur (Instr.	rlying	Derivative Security (Instr. 5)	Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V	7 (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Blackburn Jeffrey M P.O. BOX 81226

Senior Vice President

SEATTLE, WA 98108-1226

Signatures

/s/Jeffrey M. Blackburn, Senior Vice President

10/01/2008

**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.

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.

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