

AMAZON COM INC
Form 4
February 23, 2011

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 *
RYDER THOMAS O

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)

59 GROVE STREET, SUITE 1G

3. Date of Earliest Transaction (Month/Day/Year)
02/22/2011

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

(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

NEW CANAAN, CT 06840

(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)
Common Stock, par value \$.01 per share	02/22/2011		S ⁽¹⁾	1,000 D	\$ 184.032 (2) 10,087	I	In trust
Common Stock, par value \$.01 per share	02/22/2011		S ⁽¹⁾	1,347 D	\$ 182.9807 (3) 8,740	I	In trust
Common Stock, par value \$.01 per share	02/22/2011		S ⁽¹⁾	1,153 D	\$ 181.7945 (4) 7,587	I	In trust

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Common Stock, par value \$.01 per share	02/22/2011	S ⁽¹⁾	1,400	D	\$ 181.1229 <u>(5)</u>	6,187	I	In trust
Common Stock, par value \$.01 per share	02/22/2011	S ⁽¹⁾	600	D	\$ 180.1368 <u>(6)</u>	5,587	I	In trust
Common Stock, par value \$.01 per share						29,913	D	

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RYDER THOMAS O 59 GROVE STREET SUITE 1G NEW CANAAN, CT 06840	X			

Signatures

/s/Tom Ryder

02/23/2011

**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.
- (2) Represents the weighted average sale price. The highest price at which shares were sold was \$184.53 and the lowest price at which shares were sold was \$183.61.
- (3) Represents the weighted average sale price. The highest price at which shares were sold was \$183.51 and the lowest price at which shares were sold was \$182.52.
- (4) Represents the weighted average sale price. The highest price at which shares were sold was \$182.51 and the lowest price at which shares were sold was \$181.53.
- (5) Represents the weighted average sale price. The highest price at which shares were sold was \$181.49 and the lowest price at which shares were sold was \$180.80.
- (6) Represents the weighted average sale price. The highest price at which shares were sold was \$180.47 and the lowest price at which shares were sold was \$179.57.

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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