AMAZON COM INC

Form 4

February 16, 2011

FORM 4

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

SECURITIES

30(h) of the Investment Company Act of 1940

OMB APPROVAL OMB 3235-0287

Number:

Expires:

January 31, 2005

Estimated average

burden hours per

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

response... 0.5

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * RYDER THOMAS O

(First)

(Street)

59 GROVE STREET, SUITE 1G

2. Issuer Name and Ticker or Trading Symbol

AMAZON COM INC [AMZN]

Issuer

5. Relationship of Reporting Person(s) to

(Last)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

02/15/2011

(Check all applicable)

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

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

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

NEW CANAAN, CT 06840

(City)	(State)	(Zip) Tab	le I - Non-	Derivativ	e Secı	ırities Acquir	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price				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	02/15/2011		S(1)	3,100	(D)	Price \$ 189.7513	18,987	I	In trust
Common Stock, par value \$.01 per share	02/15/2011		S <u>(1)</u>	2,400	D	\$ 189.0586 (3)	16,587	I	In trust
Common Stock, par value \$.01 per share							29,913	D	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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	3A. Deemed	4.	5.	6. Date Exerci	sable and	7. Title	and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	iorNumber	Expiration Da	te	Amoun	nt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/Y	(ear)	Underl	ying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)
	Derivative				Securities			(Instr. 3	3 and 4)	
	Security				Acquired					
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									Amount	
						Date		or Title Numb		
						Exercisable				
				Code V	$^{\prime}$ (A) (D)				Shares	

Reporting Owners

	Relationships
Reporting Owner Name / Address	•

Director 10% Owner Officer Other

RYDER THOMAS O 59 GROVE STREET SUITE 1G

X

NEW CANAAN, CT 06840

Signatures

/s/Tom Ryder 02/16/2011

**Signature of Date
Reporting Person

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 \$190.29 and the lowest price at which shares were sold was \$189.37.
- (3) Represents the weighted average sale price. The highest price at which shares were sold was \$189.29 and the lowest price at which shares were sold was \$188.64

Remarks:

Reporting Owners 2

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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. 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.