

DRUGSTORE COM INC
Form 4
June 03, 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 *
AMAZON COM INC

2. Issuer Name and Ticker or Trading Symbol
DRUGSTORE COM INC [DSCM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
410 TERRY AVENUE NORTH
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/03/2011

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

SEATTLE, WA 98109-5210

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

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

(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)
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Common Stock, par value \$0.0001 per share

06/03/2011

J⁽¹⁾

12,963,339
⁽²⁾

D

\$ 3.80
⁽²⁾

I

By
Amazon.com
NV
Investment
Holdings
LLC, f/k/a
Amazon.com
NV
Investment
Holdings, Inc.
⁽³⁾

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

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(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 (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
AMAZON COM INC 410 TERRY AVENUE NORTH SEATTLE, WA 98109-5210		X		

Signatures

/s/ Shelley Reynolds, Vice President, Worldwide Controller (Principal Accounting Officer) 06/03/2011

__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) The transaction reported on this Form 4 reflects the acquisition of the Issuer by Walgreen Co. ("Walgreen"), which closed on June 3, 2011, pursuant to the terms of an Agreement and Plan of Merger, by and among the Issuer, Walgreen, and Dover Subsidiary, Inc., dated March 23, 2011 (the "Merger Agreement").
- (2) Reflects shares disposed of in connection with the acquisition of the Issuer by Walgreen pursuant to the Merger Agreement, pursuant to which each share of Issuer Common Stock was converted into the right to receive \$3.80 in cash, without interest, and all such shares of Issuer Common Stock were automatically cancelled and ceased to exist.
- (3) The shares disposed of were held of record by Amazon.com NV Investment Holdings LLC, f/k/a Amazon.com NV Investment Holdings, Inc., a wholly owned subsidiary of 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.

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