

Reynolds Shelley
Form 4
May 16, 2012

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 *
Reynolds Shelley

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

05/15/2012

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 Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (D) | Price |
| Common Stock, par value \$.01 per share | 05/15/2012 | | M | | 556 | A | \$ 0 9,170 |
| Common Stock, par value \$.01 per share | 05/15/2012 | | M | | 1,312 | A | \$ 0 10,482 |
| Common Stock, par value \$.01 per share | 05/15/2012 | | S ⁽¹⁾ | | 1,868 | D | \$ 226.5 8,614 |

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| | | | |
|--|---------|---|--|
| Common Stock, par value \$.01 per share | 122.123 | 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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(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 | |
|---|--|---|---|--------------------------------------|---|--|---|---|-------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Restricted Stock Unit Award | \$ 0 ⁽²⁾ | 05/15/2012 | | M | 556 | 05/15/2010 ⁽³⁾ | 02/15/2014 | Common Stock, par value \$.01 per share | 556 |
| Restricted Stock Unit Award | \$ 0 ⁽²⁾ | 05/15/2012 | | M | 1,312 | 05/15/2012 ⁽⁴⁾ | 02/15/2014 | Common Stock, par value \$.01 per share | 1,312 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|--|
| | Director 10% Owner Officer Other |
| Reynolds Shelley P.O. BOX 81226 SEATTLE, WA 98108-1226 | Vice President |

Signatures

/s/ Shelley Reynolds, Vice
President

05/16/2012

__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.

This award vests based upon the following vesting schedule 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: 158 shares on each of May 15, 2010, August 15,

- (3) 2010 and November 15, 2010; 157 shares on February 15, 2011; 339 shares on each of May 15, 2011 and August 15, 2011; 338 shares on each of November 15, 2011 and February 15, 2012; 556 shares on each of May 15, 2012, August 15, 2012 and November 15, 2012; 555 shares on February 15, 2013; and 442 shares on each of May 15, 2013, August 15, 2013, November 15, 2013 and February 15, 2014.

This award vests based upon the following vesting schedule 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: 1,312 shares on each of May 15, 2012, August 15,

- (4) 2012 and November 15, 2012; 1,313 shares on February 15, 2013; 963 shares on each of May 15, 2013, August 15, 2013 and November 15, 2013 and 962 shares on February 15, 2014.

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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