

AMAZON COM INC

Form 3

September 18, 2006

**FORM 3****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB  
Number: 3235-0104Expires: January 31,  
2005Estimated average  
burden hours per  
response... 0.5**INITIAL STATEMENT OF 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 \*

Jassy Andrew R

(Last)

(First)

(Middle)

2. Date of Event Requiring  
Statement

(Month/Day/Year)

09/07/2006

3. Issuer Name **and** Ticker or Trading Symbol  
AMAZON COM INC [AMZN]4. Relationship of Reporting  
Person(s) to Issuer5. If Amendment, Date Original  
Filed(Month/Day/Year)

P.O. BOX 81226

(Street)

(Check all applicable)

☐ Director ☐ 10% Owner  
☒ Officer ☐ Other  
(give title below) (specify below)  
Senior Vice President6. 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 Beneficially Owned**1. Title of Security  
(Instr. 4)2. Amount of Securities  
Beneficially Owned  
(Instr. 4)3. Ownership  
Form:  
Direct (D)  
or Indirect  
(I)  
(Instr. 5)4. Nature of Indirect Beneficial  
Ownership  
(Instr. 5)

Common Stock, par value \$.01 per share

250.651

I

Held by the reporting person's  
Amazon.com 401(k) plan accountReminder: Report on a separate line for each class of securities beneficially  
owned directly or indirectly.

SEC 1473 (7-02)

**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.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative  
Security  
(Instr. 4)2. Date Exercisable and  
Expiration Date  
(Month/Day/Year)

Date Exercisable

3. Title and Amount of  
Securities Underlying  
Derivative Security  
(Instr. 4)

Title

4. Conversion  
or Exercise  
Price of  
Derivative  
Security5. Ownership  
Form of  
Derivative  
Security:  
Direct (D)6. Nature of Indirect  
Beneficial  
Ownership  
(Instr. 5)

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		Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Employee Stock Option (Right to Buy)	09/01/2002 <sup>(1)</sup>	09/06/2011	Common Stock	80,000	\$ 7.93	D	Â
Restricted Stock Unit Award	04/14/2005 <sup>(2)</sup>	02/15/2010	Common Stock	17,500	\$ 0 <sup>(6)</sup>	D	Â
Restricted Stock Unit Award	11/15/2006 <sup>(3)</sup>	02/15/2010	Common Stock	107,095	\$ 0 <sup>(6)</sup>	D	Â
Restricted Stock Unit Award	05/15/2008 <sup>(4)</sup>	02/15/2009	Common Stock	4,531	\$ 0 <sup>(6)</sup>	D	Â
Restricted Stock Unit Award	05/15/2009 <sup>(5)</sup>	02/15/2011	Common Stock	70,388	\$ 0 <sup>(6)</sup>	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Jassy Andrew R P.O. BOX 81226 SEATTLE, WA 98108-1226	Â	Â	Â Senior Vice President	Â

## Signatures

Andrew R. Jassy, Senior Vice President 09/14/2006

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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).

- Exercised as to 55,000 options and vested as to an additional 55,000 options, with the remaining 25,000 options currently unvested. This
- (1) award vests at the rate of 4.63% on December 1, 2006 and an additional 4.63% for each 3-month period thereafter through September 1, 2007.
- (2) Vested as to 7,500 units with the remaining 17,500 units currently unvested. This award vests at the rate of 5.00% on November 15, 2006 and an additional 5.00% for each 3-month period thereafter through February 15, 2010.
- This award vests at the rate of 6.25% on November 15, 2006, 6.77% on May 15, 2007 and an additional 6.77% for each 3-month period
- (3) thereafter through February 15, 2008, 8.33% on May 15, 2008 and an additional 8.33% for each 3-month period thereafter through February 15, 2010.
- (4) This award vests at the rate of 25.00% on May 15, 2008, and an additional 25.00% for each 3-month period thereafter through February 15, 2009.
- (5) This award vests at the rate of 3.75% on May 15, 2009 and an additional 3.75% for each 3-month period thereafter through February 15, 2010, 21.25% on May 15, 2010 and an additional 21.25% for each 3-month period thereafter through February 15, 2011.
- (6) Converts into Common Stock on a one-for-one basis.

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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