AMAZON COM INC

Form 4 May 29, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

2. Issuer Name and Ticker or Trading

OMB APPROVAL OMB

3235-0287 Number: January 31, Expires:

2005 Estimated average

burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

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

obligations

Check this box

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

per share Common Stock, par

value \$.01 per share

05/25/2007

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

BEZOS JEFFREY P		Symbol	Symbol				Issuer		
		AMAZ	AMAZON COM INC [AMZN]				(Check all applicable)		
(Last)	(First) (M	Middle) 3. Date o	3. Date of Earliest Transaction						
		(Month/I	Day/Year)			_X_ Director	_X_ 10%		
P.O. BOX 81226			007			_X_ Officer (give title Other (specify			
						below)	below) n, CEO and Pres	ident	
(Street) 4. If A			Amendment, Date Original			6. Individual or Joint/Group Filing(Check			
	Filed(Mo	nth/Day/Year)			Applicable Line)				
25 t mmr 5	****					_X_ Form filed by	One Reporting Pe More than One Re		
SEATTLE,	WA 98108-1226					Person		porung	
(City)	(State)	(Zip) Tab	la I. Nau Dauf	:4: C	A .	id Diamand a	£ D£:.i.l	l O a d	
•		\ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \	ie I - Non-Deri	ivauve Se	ecuriues Ac	quired, Disposed o	i, or Beneficial	ly Owned	
1.Title of	2. Transaction Date				es Acquired		6. Ownership		
Security	(Month/Day/Year)		Transaction(A		posed of	Securities	Form: Direct	Indirect	
(Instr. 3)		any (Manth/Day/Vaan)	`	D) Instr ₂ 4	and 5)	Beneficially Owned	(D) or	Beneficial	
		(Month/Day/Year)	(Instr. 8) (I	Instr. 3, 4	and 5)	Following	Indirect (I) (Instr. 4)	Ownership (Instr. 4)	
						Reported	(111511. 4)	(111311. 4)	
					(A)	Transaction(s)			
			Code V	A mannt	or (D) Price	(Instr. 3 and 4)			
Common			Code V	Amount	(D) Price				
Stock, par	05/24/2007		G(1) V 1	4,075	D \$0	101,184,284	D		
value \$.01									

 $G^{(1)}$ V 408

D

\$0

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)

101,183,876

D

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Conversion	(Month/Day/Year)	Execution Date, if	Transaction	onNumber	Expiration D	ate	Amoun	nt of	Derivative	Deriv
or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	Secui
Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
Derivative				Securities			(Instr. 3	3 and 4)		Owne
Security				Acquired						Follo
				(A) or						Repo
				Disposed						Trans
				of (D)						(Instr
				(Instr. 3,						
				4, and 5)						
								Amount		
					Date	Expiration				
					Exercisable	Date				
			Code V	(A) (D)						
	Conversion or Exercise Price of Derivative	Conversion (Month/Day/Year) or Exercise Price of Derivative	Conversion (Month/Day/Year) Execution Date, if or Exercise any Price of (Month/Day/Year) Derivative	Conversion (Month/Day/Year) Execution Date, if Transaction or Exercise any Code Price of (Month/Day/Year) (Instr. 8) Derivative Security	Conversion (Month/Day/Year) Execution Date, if TransactionNumber or Exercise any Code of Price of (Month/Day/Year) (Instr. 8) Derivative Security Acquired (A) or Disposed of (D) (Instr. 3,	Conversion or Exercise any Code of (Month/Day/Pear) Price of (Month/Day/Year) Derivative Security Code of (Month/Day/Pear) Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Date Exercisable	Conversion (Month/Day/Year) Execution Date, if any Code of (Month/Day/Year) Price of (Month/Day/Year) (Instr. 8) Derivative Security Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Date Expiration Date Expiration Date Code of (Month/Day/Year) (Instr. 8) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Conversion (Month/Day/Year) Execution Date, if TransactionNumber Expiration Date Amour or Exercise any Code of (Month/Day/Year) Underly Price of (Month/Day/Year) (Instr. 8) Derivative Securities (Instr. 5) Derivative Securities (Instr. 7) Derivative (A) or Disposed of (D) (Instr. 3, 4, and 5) Date Expiration Date Amour Code of (Month/Day/Year) Underly Securities (Instr. 7) Date Expiration Exercisable Date Title	Conversion (Month/Day/Year) Execution Date, if any Code of (Month/Day/Year) Underlying Code of (Month/Day/Year) Underlying Securities Price of (Month/Day/Year) (Instr. 8) Derivative Security Securities Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Date Expiration Date Amount of (Month/Day/Year) Underlying Securities Securities (Instr. 3 and 4) Amount of (Month/Day/Year) Underlying Securities Securities Faction Date Expiration Date Amount of (Month/Day/Year) Underlying Securities Securities Faction Date Expiration Date Expiration Date Or Number of	Conversion of Month/Day/Year)

Reporting Owners

Reporting Owner Name / Address	Relationships						
r	Director	10% Owner Officer		Other			
BEZOS JEFFREY P							
P.O. BOX 81226	X	X	Chairman, CEO and President				
SEATTLE, WA 98108-1226							

Signatures

/s/ ELIZABETH KORRELL, attorney-in-fact for Jeffrey P. Bezos, Chairman of the Board, Chief Executive Officer and President

05/29/2007

**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) Contribution to a non-profit organization.

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.

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