Blackburn Jeffrey M Form 4 February 17, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

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

obligations

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** Blackburn Jeffrey M			2. Issuer Name and Ticker or Trading Symbol AMAZON COM INC [AMZN]	5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle)			3. Date of Earliest Transaction	(Check all applicable)			
			(Month/Day/Year)	Director 10% Owner			
P.O. BOX 81226			02/15/2011	_X_ Officer (give title Other (specification) Senior Vice President			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
SEATTLE, WA 98108-1226			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(6:)	(0, ,)	(7 .)					

	,						Person		
(City)	(State)	(Zip) Tal	ble I - Non	-Derivativ	e Secı	ırities Acq	uired, Disposed	of, or Benefic	cially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securition Disposition (Instr. 3, 4)	ed of (` ′	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		M		A	\$ 0	44,534	D	
Common Stock, par value \$.01 per share	02/15/2011		S <u>(1)</u>	5,984	D	\$ 188.59	38,550	D	
Common Stock, par							411.46	I	Held by the reporting

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value	person's
\$.01 per	Amazon.com
share	401(k) plan
	account

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

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SEC 1474

(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. Transactio Code (Instr. 8)	TransactionDerivative Code Securities		Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securition (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Restricted Stock Unit Award	\$ 0 <u>(2)</u>	02/15/2011		M		14,960	05/15/2010(3)	02/15/2011	Common Stock, par value \$.01 per share	14,9

Reporting Owners

Reporting Owner Name / Address	Kelationships						
	Director	10% Owner	Officer	Other			
D1 11 Y 00 Y 0							

Blackburn Jeffrey M P.O. BOX 81226

Senior Vice President

SEATTLE, WA 98108-1226

Signatures

/s/ Jeffrey M. Blackburn, Senior Vice
President

02/16/2011

**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).

Reporting Owners 2

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- (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 vested based upon the following vesting schedule and the satisfaction of certain business criteria intended to qualify the award

(3) as tax-deductible compensation under Section 162(m) of the Internal Revenue Code: 14,961 shares on May 15, 2010, 14,960 shares on August 15, 2010, 14,961 shares on November 15, 2010 and 14,960 shares on February 15, 2011.

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.