

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2004-05-18** | Period of Report: **2004-05-14**  
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### ISSUER

#### AMAZON COM INC

CIK: **1018724** | IRS No.: **911646860** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
SIC: **5961** Catalog & mail-order houses

#### Mailing Address

1200 12TH AVENUE S SUITE  
1200  
SEATTLE WA 98144

#### Business Address

1200 12TH AVENUE S SUITE  
1200  
SEATTLE WA 98144  
2062661000

### REPORTING OWNER

#### WILKE JEFFREY A

CIK: **1184758**  
Type: **4** | Act: **34** | File No.: **000-22513** | Film No.: **04817253**

#### Mailing Address

PO BOX 81226  
SEATTLE WA 98108-1226

#### Business Address

PO BOX 81226  
SEATTLE WA 98108-1226  
2062661000

# FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### OMB APPROVAL

OMB Number: 3235-0287  
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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

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

1. Name and Address of Reporting Person <b>WILKE JEFFREY A</b>			2. Issuer Name and Ticker or Trading Symbol <b>AMAZON COM INC [AMZN]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Senior Vice President</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>05/14/2004</b>			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
P.O. BOX 81226			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) <b>SEATTLE, WA 98108-1226</b>								
(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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$.01 per share	05/14/2004		<u>M</u>		14,065	A	\$7.93	54,065	D	
Common Stock, par value \$.01 per share	05/14/2004		<u>S</u> <sup>(1)</sup>		14,065	D	\$43.2789 <sup>(2)</sup>	40,000	D	
Common Stock, par value \$.01 per share								87,032	I	Held by the reporting person's Amazon.com 401(k) plan account

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Employee Stock Option (Right to Buy)	\$7.93	05/14/2004		<u>M</u>		14,065		02/14/2002 <sup>(3)</sup>	09/06/2011	Common Stock	14,065	\$ 0	900,028	D	

**Explanation of Responses:**

1. This sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
2. Represents the weighted average sale price. The highest price at which shares were sold was \$43.48 and the lowest price at which shares were sold was \$43.04.
3. This option vests at the rate of 4.08% on February 14, 2002, 4.08% on February 14, 2003, and 4.592% per quarter thereafter until fully vested on February 14, 2008.

### Signatures

JEFFREY A. WILKE, Senior Vice President, Worldwide Operations & Customer Service

05/14/2004

\*\* Signature of Reporting Person

Date

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

\* 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).

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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