AMAZON COM INC
Form 4
February 20, 2003

FORM 4

_ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

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 Holdi
Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*	2. Issuer Name **and** Ticker or Trading Symbol		6. Relationship o to Issuer (Check
PEEK, MARK S.	**Amazon.com, Inc. (AMZN)**		_ Director
(Last) (First) (Middle) **P.O. Box 81226**	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)	4. Statement for Month/Day/Year **02/18/03**	**X** Officer (give ti below) **Vice President a Officer**
(Street) **Seattle, WA 98108-1226**		5. If Amendment, Date of Original (Month/Day/Year)	7. Individual or J Applicable Line) **X** Form filed by _ Form filed by
(City) (State) (Zip)			

Table I Non-Derivative Securities Acquired, Disposed of, or Bene

1. Title of Security (Instr. 3)	2. Trans-action Date (Month/ Day/ Year)	2A. Deemed Execution Date, if any (Month/Day/ Year)	3. Trans-action Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5)			5. Amount of Securities Beneficially Owned Follow-ing Reported Transactions(s) (Instr. 3 & 4)	6. Ow ship I Direc or Inc (Instr
			Code	V	Amount	(A) or (D)	Price		
Common Stock, par value $.01 per share	**2/18/03**		**M**		**12,000**	**A**	**$13.375**		
Common Stock, par value $.01 per share	**2/18/03**		**S(1)**		**12,000**	**D**	**$20.962(2)**	**50,000**	

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).

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a curre number

---

FORM 4 (continued)

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. Conver-sion or Exercise Price of Derivative Security	3. Trans-action Date (Month/ Day/ Year)	3A. Deemed Execution Date, if any (Month/ Day/ Year)	4. Trans-action Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5)		6. Date Exercisable and Expiration Date (Month/Day/ Year)		7. Title and Amount of Underlying Securities (Instr. 3 & 4)		8. Price of Derivative Security (Instr. 5)	9. Number Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)
				Code	V	(A)	(D)			Title			

								Date Exer-cisable	Expira-tion Date		Amount or Number of Shares		
Employee Stock Option (right to buy)	**$13.375**	**2/18/03**		**M**			**12,000**	(3)	**9/30/03**	**Common Stock**	**12,000**		**4**

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 $21.30 and the lowest price at which shares were
(3) This option vested at the rate of 25% on August 14, 2001, and 4.166% on the 14th day of each month thereafter until fully vested on February

By: /s/ **MARK S. PEEK** **Februa**
MARK S. PEEK Date
**Signature of Reporting Person

**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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid