

MICROSOFT CORP
Form 4
November 21, 2002

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

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1. Name and Address of Reporting Person* Bach, Robert Joseph (Last) (First) (Middle) One Microsoft Way (Street) Redmond, WA 98052 (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol Microsoft Corporation (MSFT)			6. Relationship of Reporting Person to Issuer (Check all that apply) <input type="checkbox"/> Director <input checked="" type="checkbox"/> Officer (give title) Senior Vice President 7. Individual or Joint Ownership (Check one) <input type="checkbox"/> Form filed by Owner <input checked="" type="checkbox"/> Form filed by Member		
3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)			4. Statement for Month/Day/Year 11/20/02			5. If Amendment, Date of Original (Month/Day/Year)		

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 & 5)			5. Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 & 4)	6. Ownership Form (Direct (D) or Indirect (I)) (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	11/20/02		M		11,800	A	\$4.63		
Common Stock	11/20/02		S		1,900	D	\$56.75		
Common Stock	11/20/02		S		100	D	\$56.76		
Common Stock	11/20/02		S		1,400	D	\$56.70		
Common Stock	11/20/02		S		300	D	\$56.71		
Common Stock	11/20/02		S		300	D	\$56.73		
Common Stock	11/20/02		S		2,000	D	\$56.65		
Common Stock	11/20/02		S		300	D	\$56.62		
Common Stock	11/20/02		S		2,500	D	\$56.60		
Common Stock	11/20/02		S		1,000	D	\$56.55		

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Common Stock	11/20/02		S		1,000	D	\$56.50		
Common Stock	11/20/02		S		100	D	\$56.53		
Common Stock	11/20/02		S		900	D	\$56.52	991	D

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).

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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. 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 & 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 of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Employee stock option (Right to Buy)	\$4.63	11/20/02		M		11,800		01/30/98	07/30/03	Common stock	11,800		

Explanation of Responses:

By: /s/ **Shauna L. Vernal**
Shauna L. Vernal, Attorney-in-Fact for Robert
 **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.

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