

MICROSOFT CORP
Form 4/A
November 26, 2002

FORM 4

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

OMB APPROVAL

☐ 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**

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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

Filed By Romeo & Dye's Instant Form 4 Filer
www.section16.net

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol				6. Relationship of Reporting Person(s)		
Courtois, Jean-Philippe (Last) (First) (Middle) One Microsoft Way (Street) Redmond, WA 98052 (City) (State) (Zip)			Microsoft Corporation (MSFT) 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)				4. Statement for Month/Day/Year 11/14/02 5. If Amendment, Date of Original (Month/Day/Year) 11/15/02		
							to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Senior Vice President		
							7. 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		
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)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	11/14/2002		M		20,000 A	\$4.91			
Common Stock	11/14/2002		S		300 D	\$56.10			
Common Stock	11/14/2002		S		500 D	\$56.10			
Common Stock	11/14/2002		S		1,000 D	\$56.10			
Common Stock	11/14/2002		S		1,000 D	\$56.10			
Common Stock	11/14/2002		S		1,500 D	\$56.10			
Common Stock	11/14/2002		S		1,700 D	\$56.10			
Common Stock	11/14/2002		S		300 D	\$56.12			

Common Stock	11/14/2002		S		400	D	\$56.12			
Common Stock	11/14/2002		S		1,300	D	\$56.12			
Common Stock	11/14/2002		S		2,000	D	\$56.12			
Common Stock	11/14/2002		S		500	D	\$56.16			
Common Stock	11/14/2002		S		600	D	\$56.16			
Common Stock	11/14/2002		S		500	D	\$56.20			
Common Stock	11/14/2002		S		1,000	D	\$56.20			
Common Stock	11/14/2002		S		1,000	D	\$56.20			
Common Stock	11/14/2002		S		1,000	D	\$56.20			
Common Stock	11/14/2002		S		400	D	\$56.20			
Common Stock	11/14/2002		S		1,000	D	\$56.31			
Common Stock	11/14/2002		S		2,000	D	\$56.32			
Common Stock	11/14/2002		S		2,000	D	\$56.34	188,356	D	
Common Stock								33,333	I ⁽¹⁾	Held by minor child
Common Stock								33,333	I ⁽²⁾	Held by minor child
Common Stock								33,333	I ⁽³⁾	Held by minor child

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(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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				Code	V	(A)	(D)	Date Exer-cisable	Expira- tion Date	Title	Amount or Number of Shares			(I) (Instr. 4)
Employee stock option (Right to Buy)	\$4.91	11/14/02		M			20,000	02/17/96	02/17/04	Common stock	20,000		200,000	D

Explanation of Responses:

- (1) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.
- (2) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.
- (3) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.

By: /s/ **Shauna L. Vernal**

11/25/2002

Shauna L. Vernal, Attorney-in-Fact for Jean-Philippe Date

Courtois

**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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