

MUGLIA ROBERT L
Form 4
January 07, 2003

FORM 4

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

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

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Filed By

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol				6. Relationship of F	
Muglia, Robert Lewis			Microsoft Corporation, MSFT				to Issuer (Check al	
(Last) (First) (Middle)			3. I.R.S. Identification Number		4. Statement for		<input checked="" type="checkbox"/> Officer (give title)	
One Microsoft Way			of Reporting Person,		Month/Day/Year		Group Vice Presid	
(Street)			if an entity (voluntary)		01/06/03			
Redmond, WA 98052					5. If Amendment,		7. Individual or Joi	
(City) (State) (Zip)					Date of Original		Line)	
					(Month/Day/Year)		<input checked="" type="checkbox"/> Form filed by Or	
							<input type="checkbox"/> Form filed by M	

Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
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. Owner- ship Form: Direct (D) or Indirect (I) (Instr. 4)	7. I
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/06/03		M		10,000	A	\$11.31			
Common Stock	01/06/03		S		10,000	D	\$55.00	34,511	D	
Common Stock								2,880	I	He
Common Stock								3,600	I	He
Common Stock								31,210	I	He
Common Stock								9,550	I	He

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	2. Conver- sion or Exercise	3. Trans- action Date	3A. Deemed Execution	4. Trans- action	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities (Instr. 3 & 4)	8. Price of Derivative Security	9. Number of Derivative Securities
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	Date, if any (Month/Day/Year)	Code (Instr. 8)		Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5)		(Month/Day/Year)		(Instr. 5)	Beneficially Owned Following Reported Transaction (Instr. 4)	
				Code	V	(A)	(D)	Date Exer-cisable	Expira-tion Date			Title
Employee Stock Option (right to buy)	\$11.31	01/06/03		M			10,000	01/31/99	07/31/05	Common stock	10,000	70

Explanation of Responses:

By: /s/ **Keith R. Dolliver**
Keith R. Dolliver, 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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