

MICROSOFT CORP
Form 5
July 08, 2005

FORM 5

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).
Form 3 Holdings
Reported
Form 4
Transactions
Reported

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL
OWNERSHIP OF SECURITIES**

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

OMB APPROVAL

OMB
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1. Name and Address of Reporting Person *
BACH ROBERT J

(Last) (First) (Middle)

ONE MICROSOFT WAY

(Street)

2. Issuer Name **and** Ticker or Trading
Symbol
MICROSOFT CORP [MSFT]

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
06/30/2005

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

Senior Vice President

6. Individual or Joint/Group Reporting

(check applicable line)

REDMOND, WA 98052-6399

____X____ Form Filed by One Reporting Person
____ Form Filed by More than One Reporting
Person

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	Â	Â	Â	Â Amount (D) Price	Â 119,317 (1)	D	Â

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

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contained in this form are not required to respond unless
the form displays a currently valid OMB control number.**

SEC 2270
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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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 Underlying Security (Instr. 3 and 4)
					(A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Performance Rights	\$ 0 ⁽²⁾	Â	Â	Â	Â Â	08/31/2006 ⁽³⁾ 08/31/2008	Common Stock 7
Employee Stock Option (right to buy) #083957	\$ 6.2227 ⁽⁶⁾	Â	Â	Â	Â Â	11/15/2004 07/15/2006	Common Stock 1,
Employee Stock Option (right to buy) #0285128	\$ 25.1438 ⁽⁷⁾	Â	Â	Â	Â Â	08/20/2005 ⁽⁸⁾ 02/20/2011	Common Stock 1,
Employee Stock Option (right to buy) #0364000	\$ 21.591 ⁽⁹⁾	Â	Â	Â	Â Â	07/31/2005 ⁽¹⁰⁾ 07/31/2012	Common Stock 5

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BACH ROBERT J ONE MICROSOFT WAY REDMOND, WA 98052-6399	Â	Â	Â Senior Vice President	Â

Signatures

Keith R. Dolliver, Attorney-in-Fact for Robert J. Bach 07/08/2005

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) Includes 271 shares acquired on June 30, 2005 under the Microsoft employee stock purchase plan. Also includes an increase to the existing 2002, 2003 and 2004 stock awards in the aggregate of 2,600 shares in connection with the \$3.00 special dividend paid to shareholders of record on November 17, 2004.

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(2) 1-for-1

(3) One-third of the number of shares of common stock ultimately awarded under the shared performance stock award ("SPSA") will be distributed to the reporting person on or about August 31, 2006 (the "initial vest date"), an additional one-third shall vest and be distributed to the reporting person on each of the first and second anniversaries of the initial vest date, provided that the Reporting Person remains continuously employed through the applicable vesting date.

(4) Represents an increase in the minimum number of shares of common stock issuable under the SPSA for the fiscal 2004-2006 performance period in connection with the \$3.00 special dividend paid to shareholders of record on November 17, 2004.

The number of shares ultimately received depends on the company's performance against specified performance targets. At the end of the performance period, the number of shares of stock and stock awards will be determined by adjusting upward or downward from a target in a range between 33% and 150%. The number reported herein is based on the 33% minimum. The final performance percentage on which the payout will be based, considering company performance metrics established for the performance period, will be determined by the board or a board committee in its sole discretion. Shares of stock are issued at the end of the performance period and as the stock awards vest over the following two years, provided that the reporting person remains continuously employed through the applicable vest date.

(6) This option was previously reported as an option covering 1,071,360 shares at an exercise price of \$6.9141 per share and has been adjusted in connection with the \$3.00 special dividend paid to shareholders of record on November 17, 2004.

(7) This option was previously reported as an option covering 1,000,000 shares at an exercise price of \$27.9375 per share and has been adjusted in connection with the \$3.00 special dividend paid to shareholders of record on November 17, 2004.

(8) 833,333 shares are vested and immediately exercisable, 138,889 shares will vest and become exercisable on each of August 20, 2005 and February 20, 2006.

(9) This option was previously reported as an option covering 500,000 shares at an exercise price of \$23.99 per share and has been adjusted in connection with the \$3.00 special dividend paid to shareholders of record on November 17, 2004.

(10) 208,333 shares are vested and immediately exercisable, 69,445 shares will vest and become exercisable on July 31, 2005, 69,444 shares will vest and become exercisable on January 31, 2006, 69,445 shares will vest and become exercisable on July 31, 2006, 69,444 shares will vest and become exercisable on January 31, 2007, and 69,445 shares will vest and become exercisable on July 31, 2007.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.