

MICROSOFT CORP
Form 4
May 07, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 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

(Print or Type Responses)

1. Name and Address of Reporting Person *
GATES WILLIAM H III

(Last) (First) (Middle)
ONE MICROSOFT WAY
(Street)
REDMOND, WA 98052
(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/03/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/03/2007		S		4,700	D	\$ 30.985
Common Stock	05/03/2007		S		5,852	D	\$ 30.983
Common Stock	05/03/2007		S		5,102	D	\$ 30.982
Common Stock	05/03/2007		S		544,488	D	\$ 30.98
Common Stock	05/03/2007		S		5,103	D	\$ 30.976
	05/03/2007		S		26,828	D	
							912,494,636
							912,488,784
							912,483,682
							911,939,194
							911,934,091
							911,907,263

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Common Stock					\$ 30.975		
Common Stock	05/03/2007	S	24,500	D	\$ 30.973	911,882,763	D
Common Stock	05/03/2007	S	1,198,305	D	\$ 30.97	910,684,458	D
Common Stock	05/03/2007	S	7,200	D	\$ 30.967	910,677,258	D
Common Stock	05/03/2007	S	16,280	D	\$ 30.966	910,660,978	D
Common Stock	05/03/2007	S	45,285	D	\$ 30.965	910,615,693	D
Common Stock	05/03/2007	S	18,200	D	\$ 30.963	910,597,493	D
Common Stock	05/03/2007	S	9,600	D	\$ 30.962	910,587,893	D
Common Stock	05/03/2007	S	3,600	D	\$ 30.961	910,584,293	D
Common Stock	05/03/2007	S	678,738	D	\$ 30.96	909,905,555	D
Common Stock	05/03/2007	S	8,870	D	\$ 30.955	909,896,685	D
Common Stock	05/03/2007	S	6,600	D	\$ 30.952	909,890,085	D
Common Stock	05/03/2007	S	9,400	D	\$ 30.951	909,880,685	D
Common Stock	05/03/2007	S	274,378	D	\$ 30.95	909,606,307	D
Common Stock	05/03/2007	S	9,100	D	\$ 30.948	909,597,207	D
Common Stock	05/03/2007	S	19,754	D	\$ 30.945	909,577,453	D
Common Stock	05/03/2007	S	6,200	D	\$ 30.942	909,571,253	D
Common Stock	05/03/2007	S	212,517	D	\$ 30.94	909,358,736	D
Common Stock	05/03/2007	S	5,100	D	\$ 30.938	909,353,636	D
Common Stock	05/03/2007	S	8,219	D	\$ 30.935	909,345,417	D
	05/03/2007	S	5,400	D		909,340,017	D

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Common Stock						\$			
						30.934			
Common Stock	05/03/2007		S	188,281	D	\$ 30.93	909,151,736	D	
Common Stock	05/03/2007		S	11,500	D	\$ 30.925	909,140,236	D	
Common Stock	05/03/2007		S	54,200	D	\$ 30.92	909,086,036	D	
Common Stock	05/03/2007		S	2,299	D	\$ 30.915	909,083,737	D	(1)

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

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SEC 1474
(9-02)

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, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GATES WILLIAM H III ONE MICROSOFT WAY REDMOND, WA 98052		X		

Signatures

William H. Gates III By: /s/ Michael Larson*,
Attorney-In-Fact

05/07/2007

__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) In addition, there are 425,066 shares owned by reporting person's spouse. 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 purposes.

Remarks:

* Duly authorized under Special Power of Attorney appointing Michael Larson attorney-in-fact, dated February 3, 2006, by an

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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