FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL									
OMB Number:	3235-0287								
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1	Check this box if no longer subject to
	Section 16. Form 4 or Form 5 obligations may continue. See
J	obligations may continue. See
	Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Name and Address of Reporting Person* L. Oi						2. Issuer Name and Ticker or Trading Symbol MICROSOFT CORP [MSFT]									5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
<u>Lu Qi</u>						THOROUGH CORE [MOI I]										Direc	tor	100	% Owner	
						2. Data of Farlings Transportion (Month/Dov/Veor)									X Office below		er (give title v)		ner (specify ow)	
(Last) (First) (Middle)						3. Date of Earliest Transaction (Month/Day/Year) 02/11/2009										Pı	President, Online Services		ces	
C/O MICROSOFT CORPORATION					102	02/11/2003											, -			
ONE MICROSOFT WAY																				
					4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)									6. Individual or Joint/Group Filing (Check Applicable					
(Ctroot)						The state of original thou (months but) four									Line)					
(Street) REDMOND WA 98052-6399			00											X Form filed by One Reporting Person						
REDMO	ND W.	A S	98052-63	99											Form filed by More than One Reporting					
					-											Pers				
(City)	(St	ate) (Zip)																	
		Tabl	e I - Noi	n-Deriv	/ative	Se	curitie	s Acc	uired.	Dis	posed o	f. or	Bene	ficia	ally C)wne	ed			
4						tive Securities Acquired, Disposed of, or Benefic														
1. Title of S	Security (Inst	r. 3)		2. Trans	action	ction 2A. Deemed Execution Date,			3. 4. Securities Acquired (A) Transaction Disposed Of (D) (Instr. 3,								6. Ownershi Form: Direc			
				(Month/I	Day/Yea		if any		Code (Instr. 5)		` ,	() (,				cially I Following	(D) or Indirect			
					("		(Month/Day/Year)		8)		-						ted	(I) (Instr. 4)	Ownership (Instr. 4)	
									Code V		Amount		(A) or (D)	Price		Transaction(s) (Instr. 3 and 4)			'	
Common Stock 02/11				1/2009				A		390,422	2 ⁽¹⁾ A S		\$	\$0 390		90,622	D			
						2003					11									
		Та									sed of,				y Ow	ned				
				e.g., p	uts, c	alis	s, warr	ants,	option	s, c	onvertib	ne se	curit	ies)						
1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deem Execution if any		4. Transaction Code (Instr.		n of		6. Date Exercisable and Expiration Date (Month/Day/Year)			7. Title and Amount of Securities			8. Price of Derivative Security		9. Number o derivative Securities	f 10. Ownership Form:	11. Nature of Indirect Beneficial	
(Instr. 3)			(Month/Day/	ay/Year)	8)	,iiiStii.	Securities		(WOTHINE	Underlying			(Instr. 5)		Beneficially	Direct (D) Ownership			
							Acquired (A) or					Derivative Security (Instr.			etr 3	Owned Following	or Indire (I) (Instr.			
Security								Disposed and 4)								Reported	1.,,	7		
						of (D) (Instr. 3, 4					l					Transaction (Instr. 4)	(s)			
						and 5)										(
				ľ									Amo	ount						
					1			i I					or							
								Date		Expiration		Nun	nber							
					Code	v	(A)		Exercisa		Date	Title		res						

Explanation of Responses:

1. Represents stock award which shall vest over 4 years at the rate of 20% on January 5, 2010, 20% on January 5, 2011, 20% on January 5, 2012, and 40% on January 5, 2013, subject to continued employment.

Remarks:

Keith R. Dolliver, Attorney-in-Fact for Qi Lu

02/12/2009

** Signature of Reporting Person Date

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

- * If the form is filed by more than one reporting person, see Instruction 4 (b)(v).
- ** 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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