

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

(Print or Type Responses)

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

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

OMB APPROVAL

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<p>1. Name and Address of Reporting Person *</p> <p>Gates III William H. (Last) (First) (Middle)</p> <p>One Microsoft Way (Street)</p> <p>Redmond WA 98052-6399 (City) (State) (Zip)</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p>MICROSOFT CORPORATION (MSFT)</p> <p>3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)</p>	<p>4. Statement for (Month/Day/Year)</p> <p>2/24/2003</p> <p>5. If Amendment, Date of Original (Month/Day/Year)</p>	<p>6. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)</p> <p style="text-align: center;"><u>Chairman of the Board; Chief Software Architect</u></p> <p>7. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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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	2/24/2003		S		5,400	D	23.85			
Common Stock	2/24/2003		S		16,700	D	23.86			
Common Stock	2/24/2003		S		25,800	D	23.87			
Common Stock	2/24/2003		S		16,500	D	23.88			
Common Stock	2/24/2003		S		35,600	D	23.89			
Common Stock	2/24/2003		S		13,700	D	23.91			
Common Stock	2/24/2003		S		30,200	D	23.92			
Common Stock	2/24/2003		S		6,100	D	23.93			
Common Stock	2/24/2003		S		43,800	D	23.94			
Common Stock	2/24/2003		S		6,200	D	23.95			
Common Stock	2/24/2003		S		44,700	D	23.96			
Common Stock	2/24/2003		S		125,700	D	23.97			
Common Stock	2/24/2003		S		185,300	D	23.98			
Common Stock	2/24/2003		S		16,100	D	23.99			
Common Stock	2/24/2003		S		162,800	D	24.00			
Common Stock	2/24/2003		S		148,900	D	24.01			
Common Stock	2/24/2003		S		136,300	D	24.02			
Common Stock	2/24/2003		S		6,700	D	24.03			
Common Stock	2/24/2003		S		121,557	D	24.04			
Common Stock	2/24/2003		S		136,243	D	24.05			
Common Stock	2/24/2003		S		10,100	D	24.06			
Common Stock	2/24/2003		S		12,400	D	24.07			
Common Stock	2/24/2003		S		39,900	D	24.08			
Common Stock	2/24/2003		S		20,100	D	24.09			
Common Stock	2/24/2003		S		233,100	D	24.10			
Common Stock	2/24/2003		S		15,978	D	24.12			
Common Stock	2/24/2003		S		23,822	D	24.14			
Common Stock	2/24/2003		S		77,596	D	24.16			
Common Stock	2/24/2003		S		49,004	D	24.17			
Common Stock	2/24/2003		S		183,700	D	24.18			
Common Stock	2/24/2003		S		50,000	D	24.23	1,212,498,600	D	
Common Stock								736	I	Through an entity owned by the reporting person
Common Stock								428,520*	I	Held by spouse

* The reporting officer 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.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

