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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			6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
1. Name and Address of Reporting Person *			X Director X 10% Owner
Gates III William H.	2. Issuer Name and Ticker or Trading Symbol	4. Statement for	X_ Officer (give title below) Other (specify below)
(Last) (First) (Middle)	MICROSOFT CORPORATION	(Month/Day/Year)	Chairman of the Board; Chief Software Architect
One Microsoft Way	(MSFT) 3. I.R.S. Identification	2/24/2003	7. Individual or Joint/Group
(Street)	Number of Reporting Person, if an entity	5. If Amendment, Date of	Filing (Check Applicable Line)
Redmond WA 98052-6399	(voluntary)	Original (Month/Day/Year)	X Form filed by One Reporting Person
(City) (State) (Zip)			Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Title of Security	2. Transaction Date	2A. Deemed Execution Date, if any (Month/Day/	Execution Date, if (Instr. 8)		4. Securities Acc (Instr. 3, 4 and 5	quired (A) or Disp)	osed of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership	
(Instr. 3)	Year)	Year)	Code	V	Amount	(A) or (D)	Price	(Instr. 3 and 4)	(Instr. 4)	(Instr. 4)	
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.

1. Title of Derivative Security (Instr. 3)	Derivative Exercise Price of Date Date, if any Security Derivative (Month/Day/ (Month/Day/		Code	Code Disposed of (D) (Instr. 3) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year) Date Expiration Date Learning Date Date		7. Title and Amount of Underlying Securities (Instr. 3 and 4) Amount or Number of Shares		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Securities: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
Explanation of Responses:															
/s/ Michael Larson											2	/24/03			

(e.g., puts, calls, warrants, options, convertible securities)

Attorney-in-fact.

Duly authorized under Special Power of Attorney appointing Michael Larson attorney-in-fact, dated March 14, 2001, by and on behalf of William H. Gates III, filed as Exhibit B to Cascade Investment's Amendment No. 1 to Schedule 13D with respect to Pan American Silver Corp. on March 19, 2001, SEC File No. 005-52919, and incorporated by reference herein.

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).

** 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.

http://www.sec.gov/divisions/corpfin/forms/form4.htm

Last update: 09/05/2002