

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

<b>OMB APPROVAL</b>	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 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

<p>1. Name and Address of Reporting Person*</p> <p><u>COLE DAVID WAYNE</u></p> <hr/> <p>(Last) (First) (Middle)</p> <p><u>ONE MICROSOFT WAY</u></p> <hr/> <p>(Street)</p> <p><u>REDMOND WA 98053-6399</u></p> <hr/> <p>(City) (State) (Zip)</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p><u>MICROSOFT CORP [ MSFT ]</u></p> <hr/> <p>3. Date of Earliest Transaction (Month/Day/Year)</p> <p><u>08/05/2003</u></p> <hr/> <p>4. If Amendment, Date of Original Filed (Month/Day/Year)</p> <p><u>08/06/2003</u></p>	<p>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p>Director _____ 10% Owner _____</p> <p>Officer (give title below) <input checked="" type="checkbox"/> _____ Other (specify below) <u>Senior Vice President</u></p> <hr/> <p>6. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><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	08/05/2003		M		441,200	A	\$5.6563	471,120 <sup>(1)</sup>	D	
Common Stock	08/05/2003		S		50,000	D	\$26.1	421,120	D	
Common Stock	08/05/2003		S		15,834	D	\$26.11	405,275	D	
Common Stock	08/05/2003		S		37,698	D	\$26.12	367,577	D	
Common Stock	08/05/2003		S		7,349	D	\$26.13	360,228	D	
Common Stock	08/05/2003		S		159,058	D	\$26.14	201,170	D	
Common Stock	08/05/2003		S		25,000	D	\$26.15	176,170	D	
Common Stock	08/05/2003		S		145,339	D	\$26.19	30,831	D	
Common Stock	08/05/2003		S		400	D	\$26.192	30,431	D	
Common Stock	08/05/2003		S		100	D	\$26.24	30,331	D	
Common Stock	08/05/2003		S		311	D	\$26.241	30,020	D	
Common Stock	08/05/2003		S		100	D	\$26.244	29,920	D	
Common Stock								10	I	By dependent child
Common Stock								10	I	By dependent child
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**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Employee Stock Option (Right to Buy)	\$5.6563 <sup>(2)</sup>	08/05/2003		M		441,200 <sup>(2)</sup>		07/31/1999 <sup>(3)</sup>	07/31/2005	Common Stock	441,200 <sup>(2)</sup>	\$0	0	D	

**Explanation of Responses:**

- This amendment is being filed solely to correct the end of period totals as a result of the recently filed amended Form 5.
- This option was previously report as covering 220,600 shares at \$11.31 per share, but is adjusted to reflect a 2-for-1 stock split effective February 14, 2003.
- 145,339 shares became exercisable on January 31, 2001.

**Remarks:**

Shauna L. Vernal, Attorney-in-Fact for David W. Cole      08/08/2003

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.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**