

---

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

---

**POST EFFECTIVE AMENDMENT NO. 1  
TO  
FORM S-8**

**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

**MICROSOFT CORPORATION**

(Exact name of registrant as specified in its charter)

**Washington**  
(State or other jurisdiction  
of incorporation or organization)

**91-1144442**  
(IRS Employer  
Identification No.)

**One Microsoft Way  
Redmond, Washington  
98052-6399**  
(Address of Principal Executive Offices, including zip code)

**Microsoft Corporation 2001 Stock Plan**  
(Full title of the plan)

**John Seethoff**  
**Deputy General Counsel, Finance and Operations**  
**One Microsoft Way**  
**Redmond, Washington 98052-6399**  
**(425) 882-8080**  
(Name, address and telephone number, including area code, of agent for service)

**Copies of all communications to:**

**Richard B. Dodd**  
**Matthew S. Topham**  
**Preston Gates & Ellis LLP**  
**925 Fourth Avenue, Suite 2900**  
**Seattle, WA 98104**  
**(206) 623-7580**

---

---

EXPLANATORY NOTE

Microsoft Corporation (“Microsoft”), is filing this post-effective amendment to deregister 26,802,083 shares of Microsoft common stock that were registered under the Registration Statement on Form S-8 filed on December 28, 2000 (File No. 333-52852) for issuance pursuant to the Microsoft Corporation 2001 Stock Plan, as amended (the “2001 Stock Plan”).

On December 11, 2003, 26,802,083 options to purchase shares of common stock that were originally granted pursuant to the 2001 Stock Plan were transferred to JP Morgan Chase Bank in connection with an option transfer program. Pursuant to the terms of the 2001 Stock Plan, the transferred options must be removed from the 2001 Stock Plan and the shares subject to such options will not be available for regrant under the 2001 Stock Plan regardless of whether the transferred options are exercised or expire without exercise.

Item 8. Exhibits.

24

Power of Attorney

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Redmond, State of Washington, on this 5th day of January, 2004.

MICROSOFT CORPORATION

By: /s/ John G. Connors

---

John G. Connors  
Senior Vice President, Chief Financial  
Officer (Principal Financial and  
Accounting Officer)

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on January 5, 2004.

<u>Signature</u>	<u>Title</u>
*	
_____ William H. Gates III	Chairman, Chief Software Architect, Director
*	
_____ Steven A. Ballmer	Chief Executive Officer, Director (Principal Executive Officer)
*	
_____ James I. Cash, Jr., Ph.D.	Director
*	
_____ Raymond V. Gilmartin	Director
*	
_____ Ann McLaughlin Korologos	Director
*	
_____ David F. Marquardt	Director
*	
_____ Charles H. Noski	Director
*	
_____ Helmut Panke	Director
*	
_____ W. G. Reed, Jr.	Director
*	
_____ Jon A. Shirley	Director
*	
_____ John G. Connors	Senior Vice President, Chief Financial Officer (Principal Financial and Accounting Officer)

\*By: \_\_\_\_\_ /s/ John A. Seethoff

John A. Seethoff

Attorney-In-Fact pursuant to  
a Power of Attorney attached  
as an exhibit hereto

## POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below hereby authorizes and appoints John G. Connors, John A. Seethoff, and Keith R. Dolliver his or her attorneys-in-fact, for any of them in any and all capacities, to sign any post-effective amendments to the S-8 registration statements indicated on Schedule A hereto, and to file the same, with exhibits and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that said attorneys-in-fact, or their substitute, may do or cause to be done by virtue hereof.

This Power of Attorney has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ William H. Gates III</u> William H. Gates III	Chairman, Chief Software Architect, Director	December 11, 2003
<u>/s/ Steven A. Ballmer</u> Steven A. Ballmer	Chief Executive Officer, Director (Principal Executive Officer)	December 11, 2003
<u>/s/ James I. Cash, Jr. Ph.D.</u> James I. Cash, Jr., Ph.D.	Director	December 11, 2003
<u>/s/ Raymond V. Gilmartin</u> Raymond V. Gilmartin	Director	December 11, 2003
<u>/s/ Ann McLaughlin Korologos</u> Ann McLaughlin Korologos	Director	December 11, 2003
<u>/s/ David F. Marquardt</u> David F. Marquardt	Director	December 11, 2003
<u>/s/ Charles H. Noski</u> Charles H. Noski	Director	December 11, 2003

Signature

Title

Date

/s/ Helmut Panke

Director

December 18, 2003

\_\_\_\_\_  
Helmut Panke

/s/ W.G. Reed, Jr.

Director

December 11, 2003

\_\_\_\_\_  
W.G. Reed, Jr.

/s/ Jon A. Shirley

Director

December 11, 2003

\_\_\_\_\_  
Jon A. Shirley

/s/ John G. Connors

Senior Vice President, Chief Financial Officer  
(Principal Financial and Accounting Officer)

December 11, 2003

\_\_\_\_\_  
John G. Connors

---

**Schedule A – List of S-8 Registration Statements**

<b>SEC File Number</b>	<b>Dates Filed and Amended</b>
33-44302	Filed 11/27/91
33-51583	Filed 12/20/93; Amended 12/28/00
333-06298	Filed 11/22/96
333-52852	Filed 12/28/00