

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**POST-EFFECTIVE AMENDMENT NO. 2**

to

FORM S-3**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
(425) 882-8080
(Address, including zip code, and telephone
number including area code, of registrant's principal
executive office)**John A. Seethoff**
Deputy General Counsel, Finance and Operations
One Microsoft Way
Redmond, Washington 98052-6399
(425) 882-8080
(Name, address, including zip code and telephone number,
including area code, of agent for service)**Copies of all communications to:****Christopher H. Cunningham**
Kathleen A. Keizer
Preston Gates & Ellis LLP
701 Fifth Avenue, Suite 5000
Seattle, Washington 98104-7078
(206) 623-7580**Approximate date of commencement of proposed sale to the public:** Not applicable.If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, please check the following box. If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. **The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Commission, acting pursuant to said section 8(a), may determine.**

On March 1, 1995, Microsoft Corporation (“Microsoft”) filed a Registration Statement on Form S-3, SEC 1933 Act Number 33-57899 (the “Registration Statement”) covering 57,250¹ shares of Microsoft’s common stock (the “Common Stock”) on behalf of certain “Selling Shareholders” of Microsoft. Microsoft amended such Registration Statement April 7, 1995.

The Registration Statement was filed in order to register shares of Common Stock issuable upon the execution of options granted to former directors of Softimage, Inc. (“Softimage”), a company which was acquired by Microsoft on June 27, 1994.

Pursuant to the terms of agreements between Microsoft and certain former shareholders of Softimage, Microsoft’s obligations to maintain the effectiveness of the Registration Statement expired on June 27, 1996. Accordingly, Microsoft hereby de-registers all of its Common Stock registered pursuant to the Registration Statement and remaining unsold thereunder.

¹ Represents 458,000 shares of Common Stock after taking into account the two-for-one stock splits effected by Microsoft on December 6, 1996, February 20, 1998, and March 26, 1999.

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-3 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 January 8, 2003.

MICROSOFT CORPORATION

By: _____ *

Steven A. Ballmer
Chief Executive Officer

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

*

Steven A. Ballmer

Chief Executive Officer, Director
(Principal Executive Officer)

*

William H. Gates III

Chairman, Chief Software Architect, Director

*

John G. Connors

Senior Vice President, Finance and Administration, Chief Financial Officer

*

James I. Cash

Director

*

Raymond V. Gilmartin

Director

*

David F. Marquardt

Director

*

Ann McLaughlin Korologos

Director

*

W. G. Reed, Jr.

Director

*

Jon A. Shirley

Director

*By: _____ /s/ KEITH R. DOLLIVER

Keith R. Dolliver
Attorney-in-Fact pursuant to a power
of attorney attached as an Exhibit hereto.

24. Power of Attorney

**CONSENT RESOLUTION OF BOARD OF DIRECTORS
AND POWER OF ATTORNEY**

The undersigned, being all of the Directors of Microsoft Corporation, a Washington corporation, do by their signatures hereto, pursuant to RCW 23B.08.210, consent to the following action:

RESOLVED: 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-3 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.

Pursuant to the requirements of the Securities Act of 1933, this Resolution and Power of Attorney has been signed by the following persons in the capacities and on the dates indicated.

| | | |
|--|--|--------------------------|
| <p>/s/ STEVEN A. BALLMER</p> <hr style="border: 0.5px solid black;"/> <p style="text-align: center;">Steven A. Ballmer</p> | <p>Director, Chief Executive Officer (Principal Executive Officer)</p> | <p>December 26, 2002</p> |
| <p>/s/ WILLIAM H. GATES III</p> <hr style="border: 0.5px solid black;"/> <p style="text-align: center;">William H. Gates III</p> | <p>Director, Chairman, Chief Software Architect</p> | <p>December 11, 2002</p> |
| <p>/s/ JOHN G. CONNORS</p> <hr style="border: 0.5px solid black;"/> <p style="text-align: center;">John G. Connors</p> | <p>Senior Vice President, Chief Financial Officer</p> | <p>December 26, 2002</p> |
| <p>/s/ JAMES I. CASH</p> <hr style="border: 0.5px solid black;"/> <p style="text-align: center;">James I. Cash</p> | <p>Director</p> | <p>December 26, 2002</p> |
| <p>/s/ RAYMOND V. GILMARTIN</p> <hr style="border: 0.5px solid black;"/> <p style="text-align: center;">Raymond V. Gilmartin</p> | <p>Director</p> | <p>December 26, 2002</p> |
| <p>/s/ DAVID F. MARQUARDT</p> <hr style="border: 0.5px solid black;"/> <p style="text-align: center;">David F. Marquardt</p> | <p>Director</p> | <p>December 26, 2002</p> |
| <p>/s/ ANN MCLAUGHLIN KOROLOGOS</p> <hr style="border: 0.5px solid black;"/> <p style="text-align: center;">Ann McLaughlin Korologos</p> | <p>Director</p> | <p>December 19, 2002</p> |
| <p>/s/ W. G. REED, JR.</p> <hr style="border: 0.5px solid black;"/> <p style="text-align: center;">W. G. Reed, Jr.</p> | <p>Director</p> | <p>December 18, 2002</p> |
| <p>/s/ JON A. SHIRLEY</p> <hr style="border: 0.5px solid black;"/> <p style="text-align: center;">Jon A. Shirley</p> | <p>Director</p> | <p>December 26, 2002</p> |

Schedule A – List of S-3 Registration Statements

| SEC File Number | Dates Filed and Amended |
|------------------------|--|
| 033-56039 | Filed 10/14/94; Amended 10/21/94; Amended 10/24/95 |
| 033-57277 | Filed 1/13/95; Amended 2/17/95 |
| 033-57899 | Filed 3/1/95; Amended 4/7/95 |
| 033-58867 | Filed 4/27/95 |
| 033-62725 | Filed 9/18/95 |
| 033-63471 | Filed 10/18/95 |
| 333-00857 | Filed 2/12/96; Amended 2/22/96; Amended 6/27/96 |
| 333-01177 | Filed 2/23/96; Amended 3/1/96; Amended 6/27/96 |
| 333-02759 | Filed 4/23/96 |
| 333-05961 | Filed 6/13/96 |
| 333-08081 | Filed 7/12/96; Amended 8/12/96 |
| 333-12441 | Filed 9/20/96 |
| 333-17143 | Filed 12/2/96/ Amended 12/13/96; Amended 12/16/96 |
| 333-18055 | Filed 12/17/96 |
| 333-18195 | Filed 12/18/96 |
| 333-23621 | Filed 3/19/97 |
| 333-31803 | Filed 7/22/97 |
| 333-37841 | Filed 10/14/97 |
| 333-41387 | Filed 12/3/97 |
| 333-43449 | Filed 12/30/97 |
| 333-45989 | Filed 2/10/98 |
| 333-52377 | Filed 5/12/98 |
| 333-61507 | Filed 8/14/98 |
| 333-65813 | Filed 10/16/98; Amended 12/23/98 |
| 333-69027 | Filed 12/16/98; Amended 1/19/99 |
| 333-75389 | Filed 3/31/99 |
| 333-79461 | Filed 5/27/99 |
| 333-83873 | Filed 7/27/99 |
| 333-89793 | Filed 10/27/99 |
| 333-94499 | Filed 1/12/00; Amended 2/10/00; Amended 2/18/00 |
| 333-38694 | Filed 6/6/00; Amended 6/19/00; Amended 6/27/00 |
| 333-40998 | Filed 7/7/00; Amended 7/31/00 |
| 333-47814 | Filed 10/12/00 |
| 333-53378 | Filed 1/8/01 |
| 333-60782 | Filed 5/11/01; Amended 6/6/01 |