
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

FORM 8-K

**CURRENT REPORT PURSUANT
TO SECTION 13 OR 15(D) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported) **October 9, 2012**

Microsoft Corporation

(Exact Name of Registrant as Specified in Its Charter)

Washington

(State or Other Jurisdiction of Incorporation)

0-14278
(Commission
File Number)

91-1144442
(IRS Employer
Identification No.)

One Microsoft Way, Redmond, Washington
(Address of Principal Executive Offices)

98052-6399
(Zip Code)

(425) 882-8080

(Registrant's Telephone Number, Including Area Code)

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Director Retirement

Reed Hastings, who has served as a member of the Microsoft Board of Directors since 2007, has informed the Company he has decided not to seek re-election at the 2012 annual meeting of shareholders. His Board service will end on the date of the meeting, November 28, 2012. The Company issued a press release announcing Mr. Hastings' plans on October 9, 2012.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

99.1 Press Release of Microsoft Corporation dated October 9, 2012

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MICROSOFT CORPORATION
(Registrant)

Date: October 9, 2012

/s/ John A. Seethoff

John A. Seethoff
Assistant Secretary

INDEX TO EXHIBITS

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
99.1	Press release dated October 9, 2012

**Microsoft Announces Reed Hastings Will Not Seek Re-Election
to Microsoft Board**

Hastings will continue to serve through November shareholder meeting

REDMOND, Wash. — Oct. 9, 2012 — Microsoft Corp. today announced that Reed Hastings, founder, chairman and CEO of Netflix Inc., has decided that he will not seek re-election to Microsoft's board of directors at the company's 2012 annual meeting of shareholders.

"Reed has been a terrific board member, and his insights and experience have really helped guide us through a critical period of transformation for both Microsoft and the industry," said Steve Ballmer, CEO of Microsoft.

Hastings, who currently serves as the lead independent director on the Microsoft board, will continue to serve through the annual meeting of Microsoft shareholders in November 2012. The board will appoint a new lead independent director at that time.

"I'm thrilled to have served on the board at such a pivotal time for Microsoft, including the development of Windows 8, Windows RT and Microsoft Surface, which will bring exciting new opportunities for customers and the industry as a whole," said Hastings, 51, who joined the Microsoft board in March 2007. "I've decided to reduce the number of boards I serve on, so that I can focus on Netflix and on my education work."

Hastings currently serves on the boards of Netflix, Facebook, Microsoft, Dreambox Learning, the Knowledge Is Power Program (KIPP), and the California Charter Schools Association (CCSA).

The Microsoft board has traditionally ranged between nine and 11 members. The board added two new members with extensive tech industry experience earlier this year, with

John W. Thompson, CEO of Virtual Instruments and former chairman and CEO of Symantec Corp., joining in February, and Stephen J. Luczo, chairman, president and CEO of Seagate Technology PLC, joining in May.

With Hasting's decision, nine directors have been nominated for re-election to the Microsoft board: Bill Gates, Microsoft chairman; Steve Ballmer, CEO, Microsoft; Dina Dublon, former chief financial officer, JPMorgan Chase; Maria M. Klawe, president, Harvey Mudd College; Stephen J. Luczo, chairman, president and CEO, Seagate Technology; David F. Marquardt, general partner, August Capital; Charles H. Noski, former vice chairman, Bank of America Corp.; Dr. Helmut Panke, former chairman of the board of management, BMW AG; and John W. Thompson, CEO, Virtual Instruments.

Founded in 1975, Microsoft (Nasdaq "MSFT") is the worldwide leader in software, services and solutions that help people and businesses realize their full potential.

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