

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person * <u>SINOFSKY STEVEN J</u> (Last) (First) (Middle) <u>MICROSOFT CORPORATION</u> <u>ONE MICROSOFT WAY</u> (Street) <u>REDMOND</u> <u>WA</u> <u>98052-6399</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>07/01/2009</u>	3. Issuer Name and Ticker or Trading Symbol <u>MICROSOFT CORP</u> [<u>MSFT</u>]	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <u>X</u> Officer (give title below) Other (specify below) <u>President, Windows Division</u>	5. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <u>X</u> Form filed by One Reporting Person Form filed by More than One Reporting Person
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Table I - Non-Derivative Securities Beneficially Owned			
1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Common Stock</u>	<u>468,879⁽¹⁾</u>	<u>D</u>	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)							
1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<u>Employee Stock Option (Right to Buy) #176464</u>	<u>05/22/2006</u>	<u>11/22/2009</u>	<u>Common Stock</u>	<u>66,667</u>	<u>40.4157</u>	<u>D</u>	
<u>Employee Stock Option (Right to Buy) #171058</u>	<u>11/15/2004</u>	<u>03/06/2010</u>	<u>Common Stock</u>	<u>2,222,222</u>	<u>40.7813</u>	<u>D</u>	
<u>Employee Stock Option (Right to Buy) #285403</u>	<u>02/20/2006</u>	<u>02/20/2011</u>	<u>Common Stock</u>	<u>1,111,111</u>	<u>25.1438</u>	<u>D</u>	
<u>Employee Stock Option (Right to Buy) #365696</u>	<u>01/31/2007</u>	<u>07/31/2012</u>	<u>Common Stock</u>	<u>611,111</u>	<u>21.591</u>	<u>D</u>	

Explanation of Responses:
1. Includes an aggregate of 208,088 shares represented by unvested stock awards, of which 7,695 shares will vest on August 29, 2009, 65,707 shares will vest on August 31, 2009, 7,695 shares will vest on August 29, 2010, 63,441 shares will vest on August 31, 2010, 7,695 shares will vest on August 29, 2011, 40,464 shares will vest on August 31, 2011, 7,695 shares will vest on August 29, 2012, and 7,696 shares will vest on August 29, 2013.

Remarks:

Keith R. Dolliver, Attorney-in-Fact for Steven J. Sinofsky
** Signature of Reporting Person

07/10/2009
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 5 (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.

July 6, 2009

Securities and Exchange Commission

100 F Street, N.E.

Washington, D.C. 20549

Re: Microsoft Corporation - Power of Attorney

To whom it may concern:

This will confirm that I have granted each of the individuals listed below the authority to, on my behalf, execute and file the Initial Statement of Beneficial Owner

The individuals who are authorized to act as my Attorney-In-Fact under this Power of Attorney are as follows:

Keith R. Dolliver

Peter A. Kraus

Christyne Mayberry

Ben O. Orndorff

John A. Seethoff

Bradford L. Smith

This Power of Attorney is effective immediately upon filing with the Securities Exchange Commission and for purposes of my future Form 4 and Form 5 filings relating

Sincerely,

/s/ Steven Sinofsky

Steven Sinofsky