FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL										
OMB Number:	3235-0287									
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	Check this box if no longer subject to
\neg	Section 16. Form 4 or Form 5
J	obligations may continue. See
	Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

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1. Name and Address of Reporting Person* <u>CASH JAMES I</u>					2. Issuer Name and Ticker or Trading Symbol MICROSOFT CORP [MSFT]									5. Relationship of Reporting Person(s) to Issuer (Check all applicable)							
					I^{-}							-			7	Directo	or		10% Ov	vner	
(Last) (First) (Middle) C/O MICROSOFT CORPORATION						3. Date of Earliest Transaction (Month/Day/Year) 03/08/2007										Officer below)	(give title		Other (s below)	specify	
ONE MICROSOFT WAY					4. I	4. If Amendment, Date of Original Filed (Month/Day/Year)										6. Individual or Joint/Group Filing (Check Applicable Line)					
(Street) REDMOND WA 98052-6399														X Form filed by One Reporting Person Form filed by More than One Reporting Person							
(City)	(S	tate)	(Zip)																		
		Tab	le I - Nor				curitie	s Ac	qui	ired, D						y Owned	ı				
1. Title of Security (Instr. 3) 2. Transa Date (Month/D						ar) i	2A. Deemed Execution Date, if any (Month/Day/Year		·, ;	Transaction Dis		Dispose	Securities Acquired (A sposed Of (D) (Instr. 3,			Securitie Benefici	. Amount of ecurities eneficially bwned Following		: Direct r Indirect str. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
									(Code V	/ <i>I</i>	Amount	(A) (D)	or Pi	ice	Transact (Instr. 3	ction(s)			(111311. 4)	
Common Stock															14,444			D			
		T	able II - I (Deriva (e.g., p												Owned					
Derivative Conversion Date		3. Transaction Date (Month/Day/Year)	Execution		Date, Transacti Code (Ins				6. Date Exercisal Expiration Date (Month/Day/Year			Amount o		of es ing /e Secu	rity	8. Price of Derivative Security (Instr. 5)	9. Number derivative Securities Beneficial Owned Following Reported Transactic (Instr. 4)	ly D	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
					Code	v	(A)	(D)	Date Exe	e ercisable	Expi Date	oiration e	Title	Num of Shar							
Doctricted	1		I	- 1		I	1	ı I	I		1			1	- 1		l			1	

Explanation of Responses:

- $1. \ Each \ restricted \ stock \ unit \ represents \ a \ contingent \ right \ to \ receive \ one \ share \ of \ Microsoft \ common \ stock.$
- 2. Dividend equivalent rights accrue when and as dividends are paid on the Company's common stock and become exercisable proportionately with the restricted stock units to which they relate.
- 3. The restricted stock units are fully vested. Delivery of the shares to the reporting person will occur in equal installments on the first, second, third, fourth and fifth anniversary of the reporting person's separation from service to the Board of Directors.

Remarks:

Stock

The reporting person no longer has a reportable indirect beneficial interest in 200 shares of Microsoft common stock owned by his son which was included in the reporting person's prior ownership reports.

<u>Keith R. Dolliver, Attorney-in-</u> <u>Fact for James I. Cash, Jr.</u>

Stock

03/09/2007

8,242

** Signature of Reporting Person

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 4 (b)(v).

03/08/2007

** 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.