FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

	OMB APPRO	OVAL				
	OMB Number:	3235-0287				
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	Check this box if no longer subject to
)	Section 16. Form 4 or Form 5 obligations may continue. See
	obligations may continue. See
	Instruction 1(h)

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

							. ,													
Name and Address of Reporting Person* L. O.:							2. Issuer Name and Ticker or Trading Symbol MICROSOFT CORP [MSFT]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
<u>Lu Qi</u>						mort of the contract of the co										Direc	ctor	10%	Owner	
						2. Data of Farliagt Transaction (Month/Day/Year)									X	Officer (give title below)		Othe belo	r (specify w)	
(Last) (First) (Middle)							3. Date of Earliest Transaction (Month/Day/Year) 01/05/2010									President, Online Service		es		
C/O MICROSOFT CORPORATION						01/03/2010											,			
ONE MICROSOFT WAY																				
						4. If Amendment, Date of Original Filed (Month/Day/Year)									6. Individual or Joint/Group Filing (Check Applicable					
(Ctroot)															Line)					
(Street)	NID 147	۸ .	00050 60	00											X Form filed by One Reporting Person					
REDMO	ND W	A S	98052-63	99												Form filed by More than One Reporting				
					-											Person				
(City)	(St	ate) (Zip)																	
		Tabl	e I - Noi	n-Deriv	/ative	Se	curitie	s Acc	uired,	Dis	posed o	f, or	r Ben	efici	ally (Dwne	ed			
1 Title of S	Security (Inst	r 3)		2. Trans	action	ction 2A. Deemed 3. 4. Securities Acquired (A)								(A) or		5. Am	ount of	6. Ownership	7. Nature	
2. 1100 01 0	county (mot	0,		Date		E	Execution Date,		Transaction D		Disposed	Disposed Of (D) (Instr. 3, 4			4 and Secur Benef		ties	Form: Direct (D) or Indirect (I) (Instr. 4)	of Indirect	
				(Month/I	Day/Yea		f any 'Month/D	any //onth/Day/Year		Code (Instr. 5)							cially d Following		Beneficial Ownership	
						(, , , , , , , , , , , , , , , , , , , ,		-,		Im I			Repoi		ted	(,, (,	(Instr. 4)	
									Code	۱v	Amount	- 8	(A) or (D)	Price		Transaction(s) (Instr. 3 and 4)				
Common Stock 01/05/2						05/2010					25,446	6	D	\$30.9		96 416,092(1)		D		
		Т-	ا الملط) Danis (24	C			Λ		:		D	4							
		la									osed of, onvertib				y Ow	nea				
1. Title of	2.	3. Transaction	3A. Deem		4.				6. Date Exercisable and			7. Title and			8. Price o		9. Number o		11. Nature	
Derivative Security	Conversion or Exercise	Date (Month/Day/Year)	Execution if any	n Date,	Date, Transact Code (In:				Expiration Date Amount of (Month/Day/Year) Securities					Derivative Security		derivative Securities	Ownership	of Indirect Beneficial		
(Instr. 3)	Price of Derivative Security	(montain Bay) real)	(Month/Da		8)			Securities		`					(Instr. 5)		Beneficially	Direct (D)	Ownership	
							Acquired (A) or Disposed			Derivative Security (Instr. and 4)			3		Owned Following	or Indirect				
															Reported	1				
						of (D) (Instr. 3, 4										Transaction(s) (Instr. 4)	(s)			
						and 5)										(
				1									Am	ount	1					
													or							
									Date		Expiration		Nur	nber						
					Code	v	(A)		Exercisa		Date	Title		ares				- 1		

Explanation of Responses:

1. Includes 772 shares acquired on December 31, 2009 under the Microsoft employee stock purchase plan.

Remarks:

Keith R. Dolliver, Attorney-in-Fact for Qi Lu

01/06/2010

** 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).
- ** 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.

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