

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 July 12, 1996, Microsoft Corporation ("Microsoft") filed a Registration Statement on Form S-3, SEC 1933 Act Number 333-08081 (the "Registration Statement") covering 322,850 shares of Microsoft's common stock (the "Common Stock") on behalf of certain "Selling Shareholders" of Microsoft. Microsoft amended such Registration Statement August 12, 1996 to register a total of 323,020¹ shares of the Common Stock.

The Registration Statement was filed in order to register shares of Common Stock issued to former shareholders of eShop Inc. ("eShop"), a company which had been acquired by Microsoft on June 20, 1996.

Pursuant to the terms of the Agreement and Plan of Reorganization between Microsoft and certain former shareholders of eShop, Microsoft's obligations to maintain the effectiveness of the Registration Statement expired on June 20, 1998. Accordingly, Microsoft hereby de-registers all of its Common Stock registered pursuant to the Registration Statement and remaining unsold thereunder.

¹ Represents 2,584,160 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/> <p>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/> <p>William H. Gates III</p>	<p>Director, Chairman, Chief Software Architect</p>	<p>December 11, 2002</p>
<p>/s/ JOHN G. CONNORS</p> <hr/> <p>John G. Connors</p>	<p>Senior Vice President, Chief Financial Officer</p>	<p>December 26, 2002</p>
<p>/s/ JAMES I. CASH</p> <hr/> <p>James I. Cash</p>	<p>Director</p>	<p>December 26, 2002</p>
<p>/s/ RAYMOND V. GILMARTIN</p> <hr/> <p>Raymond V. Gilmartin</p>	<p>Director</p>	<p>December 26, 2002</p>
<p>/s/ DAVID F. MARQUARDT</p> <hr/> <p>David F. Marquardt</p>	<p>Director</p>	<p>December 26, 2002</p>
<p>/s/ ANN MCLAUGHLIN KOROLOGOS</p> <hr/> <p>Ann McLaughlin Korologos</p>	<p>Director</p>	<p>December 19, 2002</p>
<p>/s/ W. G. REED, JR.</p> <hr/> <p>W. G. Reed, Jr.</p>	<p>Director</p>	<p>December 18, 2002</p>
<p>/s/ JON A. SHIRLEY</p> <hr/> <p>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