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

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**FORM 8-K**

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

Date of report (Date of earliest event reported) September 11, 2009

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**Microsoft Corporation**

(Exact Name of Registrant as Specified in Its Charter)

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**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)

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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 Principal Officers; Election of Directors; Appointment of Principal Officers.**

**Director Retirement**

James I. Cash, Jr., Ph.D., who has served as a member of the Microsoft Board of Directors since 2001, has informed the Company that he has decided to retire from the Board in order to devote more time to other professional and personal commitments. Dr. Cash will not stand for re-election at the 2009 annual meeting of shareholders; therefore, his retirement will be effective on that date. The Company issued a press release announcing Dr. Cash's plans on September 11, 2009.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

99.1 Press Release of Microsoft Corporation dated September 11, 2009

**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

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(Registrant)

Date: September 11, 2009

/s/ John A. Seethoff

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John A. Seethoff  
Assistant Secretary

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INDEX TO EXHIBITS

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
99.1	Press release dated September 11, 2009

## James Cash to Retire From Microsoft Board of Directors

*Harvard Business School professor and senior associate dean emeritus had served on Microsoft board since 2001.*

**REDMOND, Wash. — Sept. 11, 2009** — Microsoft Corp. today announced that James I. Cash Jr., Ph.D., emeritus James E. Robison professor at the Harvard Business School, has decided not to seek re-election to Microsoft's board of directors at the company's 2009 shareholder meeting.

Cash, who joined the Microsoft board in May 2001, said that he has enjoyed working with his colleagues on the board, but was stepping down due to increasing pressure on his time from other professional and personal commitments.

"Jim has brought tremendous wisdom and judgment to our board, as well as keen insights into our enterprise business efforts based on his academic work at Harvard," said Steve Ballmer, Microsoft's chief executive officer. "We appreciate all of his contributions and we will certainly miss his leadership and perspective."

"This was a difficult decision. I have tremendous respect for my colleagues on the Microsoft board, and I have enjoyed the work we've done together over the past eight years," Cash said. "Microsoft has a tremendous innovation pipeline coming to market over the next two years, so the company is well-positioned for growth as the economy improves."

With Cash's departure, the Microsoft board will have nine members: Bill Gates, chairman of Microsoft; Steve Ballmer; Dina Dublon, former chief financial officer of JPMorgan

Chase; Raymond V. Gilmartin, former chairman, president and chief executive officer of Merck & Co. Inc.; Reed Hastings, founder, chairman and CEO of Netflix Inc.; Maria M. Klawe, president, Harvey Mudd College; David F. Marquardt, general partner at August Capital; Charles H. Noski, former vice chairman of AT&T Corp.; and Dr. Helmut Panke, former chairman of the board of management at BMW AG.

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

**For more information, financial analysts and investors only:**

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**For shareholder and financial information:**

<http://www.microsoft.com/msft>

*Note to editors:* If you are interested in viewing additional information on Microsoft, please visit the Microsoft Web page at <http://www.microsoft.com/presspass> on Microsoft's corporate information pages. Web links, telephone numbers and titles were correct at time of publication, but may since have changed. For additional assistance, journalists and analysts may contact Microsoft's Rapid Response Team or other appropriate contacts listed at <http://www.microsoft.com/presspass/contactpr.mspx>.