

**FORM 5**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL	
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**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

- Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
- Form 3 Holdings Reported.
- Form 4 Transactions Reported.

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

1. Name and Address of Reporting Person* <u>MATHEW MICH</u>  (Last) (First) (Middle) <u>ONE MICROSOFT WAY</u>  (Street) <u>REDMOND WA 98052-6399</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MICROSOFT CORP [ MSFT ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Senior Vice President</u>
	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) <u>06/30/2005</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
		6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock							40,502 <sup>(1)</sup>	D	
Common Stock							1,626 <sup>(2)</sup>	I	By 401(k)
Common Stock							499,201	I	By Spouse

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
					(A)	(D)	Date Exercisable	Expiration Date						Title
Employee Stock Option (right to buy) #0285231	\$25.1438 <sup>(3)</sup>						08/20/2005 <sup>(4)</sup>	02/20/2011	Common Stock		355,556		D	
Employee Stock Option (right to buy) #0365282	\$21.591 <sup>(5)</sup>						07/31/2005 <sup>(6)</sup>	07/31/2012	Common Stock		255,556		D	

**Explanation of Responses:**

- Includes 271 shares acquired on June 30, 2005 under the Microsoft employee stock purchase plan. Also includes an increase to the existing 2002, 2003 and 2004 stock awards in the aggregate of 2,183 shares in connection with the \$3.00 special dividend paid to shareholders of record on November 17, 2004.
- 401(k) balance as of June 30, 2005.
- This option was previously reported as an option covering 320,000 shares at an exercise price of \$27.9375 per share and has been adjusted in connection with the \$3.00 special dividend paid to shareholders of record on November 17, 2004.
- 266,667 shares are vested and immediately exercisable, 44,444 shares will vest and become exercisable on August 20, 2005 and 44,445 shares will vest and become exercisable on February 20, 2006.
- This option was previously reported as an option covering 230,000 shares at an exercise price of \$23.99 per share and has been adjusted in connection with the \$3.00 special dividend paid to shareholders of record on November 17, 2004.
- 95,833 shares are vested and immediately exercisable, 31,945 shares will vest and become exercisable on July 31, 2005, 31,944 shares will vest and become exercisable on January 31, 2006, 31,945 shares will vest and become exercisable on July 31, 2006, 31,944 shares will vest and become exercisable on January 31, 2007, and 31,945 shares will vest and become exercisable on July 31, 2007.

**Remarks:**

Keith R. Dolliver, Attorney-in-Fact for Michelle J. Mathews 07/08/2005

\*\* 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.

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.