## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

## Washington, D.C. 20549

## **SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934 (Amendment No. \_\_)

Filed by the Registrant ⊠ Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2)) Definitive Proxy Statement Definitive Additional Materials

- $\square$
- Soliciting Material Pursuant to §240.14a-12

## **Microsoft Corporation**

(Name of Registrant as Specified In Its Charter)

		(Name of Person(s) Filing Proxy Statement, if other than the Registrant)	
Pa	ymen	t of Filing Fee (Check the appropriate box):	
$\times$	No fe	No fee required.	
	□ Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.		
	(1)	Title of each class of securities to which transaction applies:	
-	(2)	Aggregate number of securities to which transaction applies:	
-	(3)	Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):	
-	(4)	Proposed maximum aggregate value of transaction:	
-	(5)	Total fee paid:	
-	Fee paid previously with preliminary materials.		
-	Chec	k box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by	
	regist	ration statement number, or the Form or Schedule and the date of its filing.	
	(1)	Amount Previously Paid:	
	(2)	Form, Schedule or Registration Statement No.:	
	(3)	Filing Party:	
-	(4)	Date Filed:	

Persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Every year, shareholders are given the opportunity to participate directly in the governance of Microsoft through the proxy voting process.

If you own Microsoft shares, I encourage you to vote your proxy and take an active role in the overall governance of our company.

This year, shareholders are asked to consider and vote on the following matters:

- 1. Election of directors,
- 2. Ratification of the selection of Deloitte & Touche LLP as Microsoft's independent auditor
- 3. Two management proposals described in the Proxy Statement, and
- 4. Two shareholder proposals described in the Proxy Statement

Over the next few days, you will receive your notice of proxy materials and proxy voting instructions either through an electronic link directly from our transfer agent, American Stock Transfer (AST), via email from MSFTProxyEnotice@amstock.com, or in the postal mail, depending on where your shares are held. In either case, you may vote electronically by following the instructions in the materials you receive.

If you do not receive proxy materials and believe that you should have, or if you have **questions regarding Microsoft's proxy voting, please** email Microsoft Investor Relations at denniem@microsoft.com.

Thank you,

Chris