

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1

to
FORM S-4

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)

7273
(Primary Standard Industrial
Classification Code Number)

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 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
Ryan R. Montecucco
Preston Gates & Ellis LLP
925 Fourth Avenue, Suite 2900
Seattle, Washington 98104-1158
(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 a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act of 1933, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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 May 2, 1997, Microsoft Corporation ("Microsoft") filed a Registration Statement on Form S-4, SEC 1933 Act Number 333-26411 (the "Registration Statement"), which was subsequently amended on June 3, 1997 and June 13, 1997, covering the Class A Common Shares of WebTV Networks, Inc. (the "Exchangeable Shares") and Microsoft Common Shares issuable upon the exchange of such Exchangeable Shares.

The Registration Statement was filed in connection with an acquisition transaction whereby WebTV Networks, Inc. became a controlled subsidiary of Microsoft.

Microsoft's obligation to maintain the effectiveness of the Registration Statement has been satisfied. Accordingly, Microsoft hereby de-registers all of its Common Stock registered pursuant to the Registration Statement and remaining unsold thereunder.

24. Resolution of Board of Directors and Power of Attorney

RESOLUTION OF BOARD OF DIRECTORS AND POWER OF ATTORNEY

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-4 and S-8 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 registration statement has been signed by the following persons in the capacities and on the dates indicated.

/s/ STEVEN A. BALLMER	Chief Executive Officer, Director (Principal Executive Officer)	March 9, 2003
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Steven A. Ballmer		
/s/ WILLIAM H. GATES III	Chairman, Chief Software Architect, Director	March 9, 2003
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William H. Gates III		
/s/ JOHN G. CONNORS	Senior Vice President, Finance and Administration, Chief Financial Officer	March 9, 2003
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John G. Connors		
/s/ JAMES I. CASH	Director	March 9, 2003
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James I. Cash		
/s/ RAYMOND V. GILMARTIN	Director	March 9, 2003
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Raymond V. Gilmartin		
/s/ DAVID F. MARQUARDT	Director	March 9, 2003
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David F. Marquardt		
/s/ ANN MCLAUGHLIN KOROLOGOS	Director	March 9, 2003
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Ann McLaughlin Korologos		
/s/ W. G. REED, JR.	Director	March 9, 2003
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W. G. Reed, Jr.		
/s/ JON A. SHIRLEY	Director	March 9, 2003
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Jon A. Shirley		

Schedule A – List of S-4 and S-8 Registration Statements

SEC File Number	Dates Filed and Amended
033-57651	2/9/95; Amended 2/17/95
333-26411	5/2/97; Amended 6/3/97; Amended 6/13/97
333-90119	11/2/99
333-54810	2/1/01; Amended 2/22/01
33-51583	November 1991; Amended 11/22/96; Amended 12/28/00
333-06298	11/22/96
333-16665	11/22/96
333-61729	8/18/98
333-75243	3/30/99
333-91755	11/30/99
333-52852	12/28/00
333-102240	12/27/02