

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
- 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)

Payment of Filing Fee (Check the appropriate box):

- 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): \_\_\_\_\_
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- Fee paid previously with preliminary materials.
- Check 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 registration statement number, or the Form or Schedule and the date of its filing.
  - (1) Amount Previously Paid: \_\_\_\_\_
  - (2) Form, Schedule or Registration Statement No.: \_\_\_\_\_
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  - (4) Date Filed: \_\_\_\_\_

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**From:** Peter Klein  
**To:** Microsoft Corp and Subsidiaries: All FTE  
**Subject:** Proxy Voting by Microsoft Shareholders

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. One shareholder proposal as described in the Proxy Statement**
- 4. Other business as may properly come before the meeting**

Over the next few days, **you will receive your notice of availability 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](mailto: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 [proxyg@microsoft.com](mailto:proxyg@microsoft.com).

The proxy materials as well as this year's Annual Report to shareholders can also be viewed on the [Investor Relations website](#). Also, the [2010 Microsoft Citizenship Report](#), released for the first time in tandem with our Annual Report, provides an overview and assessment of our corporate activities – focused on our work in strengthening economies, addressing societal challenges, and responsible business practices – that increase business value and benefit society.

Thank you,

Peter