

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

POST-EFFECTIVE AMENDMENT NO. 1

to

FORM S-3

**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)

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 filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.

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 December 18, 1996, Microsoft Corporation ("Microsoft") filed a Registration Statement pursuant to Rule 462(b) on Form S-3, SEC 1933 Act Number 333-18195 (the "Registration Statement") to cover \$100 of Microsoft's 2¾% Convertible Exchangeable Principal-Protected Series A Preferred Shares (the "Series A Shares").¹

The Registration Statement was filed in order to register the Series A Shares, which were exchangeable, in certain defined circumstances, into convertible notes and/or shares of Microsoft Common Stock.

As all Series A Shares were converted to Microsoft Common Stock on December 15, 1999, Microsoft hereby de-registers its Series A Share registered pursuant to the Registration Statement.

¹ Represents approximately 1.25 Series A Shares at a price, determined on December 18, 1996, to be \$79.875.

24. Consent Resolution of Board of Directors and Power of Attorney

**CONSENT RESOLUTION OF BOARD OF DIRECTORS
AND POWER OF ATTORNEY**

The undersigned, being all of the Directors of Microsoft Corporation, a Washington corporation, do by their signatures hereto, pursuant to RCW 23B.08.210, consent to the following action:

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-3 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 Resolution and Power of Attorney has been signed by the following persons in the capacities and on the dates indicated.

/s/ STEVEN A. BALLMER	Director, Chief Executive Officer (Principal Executive Officer)	December 26, 2002
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Steven A. Ballmer

/s/ WILLIAM H. GATES III	Director, Chairman, Chief Software Architect	December 11, 2002
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William H. Gates III

/s/ JOHN G. CONNORS	Senior Vice President, Chief Financial Officer	December 26, 2002
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John G. Connors

/s/ JAMES I. CASH	Director	December 26, 2002
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James I. Cash

/s/ RAYMOND V. GILMARTIN	Director	December 26, 2002
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Raymond V. Gilmartin

/s/ DAVID F. MARQUARDT	Director	December 26, 2002
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David F. Marquardt

/s/ ANN MCLAUGHLIN KOROLOGOS	Director	December 19, 2002
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Ann McLaughlin Korologos

/s/ W. G. REED, JR.	Director	December 18, 2002
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W. G. Reed, Jr.

/s/ JON A. SHIRLEY	Director	December 26, 2002
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Jon A. Shirley

Schedule A – List of S-3 Registration Statements

SEC File Number	Dates Filed and Amended
033-56039	Filed 10/14/94; Amended 10/21/94; Amended 10/24/95
033-57277	Filed 1/13/95; Amended 2/17/95
033-57899	Filed 3/1/95; Amended 4/7/95
033-58867	Filed 4/27/95
033-62725	Filed 9/18/95
033-63471	Filed 10/18/95
333-00857	Filed 2/12/96; Amended 2/22/96; Amended 6/27/96
333-01177	Filed 2/23/96; Amended 3/1/96; Amended 6/27/96
333-02759	Filed 4/23/96
333-05961	Filed 6/13/96
333-08081	Filed 7/12/96; Amended 8/12/96
333-12441	Filed 9/20/96
333-17143	Filed 12/2/96/ Amended 12/13/96; Amended 12/16/96
333-18055	Filed 12/17/96
333-18195	Filed 12/18/96
333-23621	Filed 3/19/97
333-31803	Filed 7/22/97
333-37841	Filed 10/14/97
333-41387	Filed 12/3/97
333-43449	Filed 12/30/97
333-45989	Filed 2/10/98
333-52377	Filed 5/12/98
333-61507	Filed 8/14/98
333-65813	Filed 10/16/98; Amended 12/23/98
333-69027	Filed 12/16/98; Amended 1/19/99
333-75389	Filed 3/31/99
333-79461	Filed 5/27/99
333-83873	Filed 7/27/99
333-89793	Filed 10/27/99
333-94499	Filed 1/12/00; Amended 2/10/00; Amended 2/18/00
333-38694	Filed 6/6/00; Amended 6/19/00; Amended 6/27/00
333-40998	Filed 7/7/00; Amended 7/31/00
333-47814	Filed 10/12/00
333-53378	Filed 1/8/01
333-60782	Filed 5/11/01; Amended 6/6/01