FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL								
OMB Number:	3235-0287							
Estimated average burden								

0.5

hours per response:

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

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

d Addross of																			
1. Name and Address of Reporting Person*					2. Issuer Name and Ticker or Trading Symbol MICROSOFT CORP [ MSFT ]									5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
GATES WILLIAM H III					MICROSOTT CORE [ MOI I ]									X	Direc	ctor	10%	Owner	
Last) (First) (Middle) ONE MICROSOFT WAY					3. Date of Earliest Transaction (Month/Day/Year) 10/23/2012													r (specify w)	
(Chroat)					4. If Amendment, Date of Original Filed (Month/Day/Year)									6. Individual or Joint/Group Filing (Check Applicable Line)					
ND WA	<b>A</b> 9	98052											X	Form filed by One Reporting Person Form filed by More than One Reporting					
(Sta	ate) (	Zip)													Person				
	Tabl	eI-	Non-Deriv	ative	e Secu	uritie	s Ac	qui	red, l	Dis	posed o	f, or E	Benefic	ially	Owne	ed			
1. Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Yea			′ear)   i	2A. Deemed Execution Date, if any (Month/Day/Year)		,   ]					5) Secu Ben Owr		ties cially I Following	Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)				
						G	Code V		Amo	Amount	(A) or (D)	Price		Transaction(s) (Instr. 3 and 4)			(instr. 4)		
Common Stock 10/23/20			12				<b>S</b> <sup>(1)</sup>		5,5	500,000	D	\$28.05	72(2)	450,	984,209(3)	D			
	Та	ble													vned				
Derivative Conversion Date Security or Exercise (Month/Day/Year) if		Exec if an	cution Date, y	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)			Amoun or Numbe		Deri Seci (Inst	vative urity	derivative Securities Beneficially Owned Following Reported	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
(City) (State) (Zip)  Table I - N  1. Title of Security (Instr. 3)  Common Stock  Table II  1. Title of Derivative Conversion of Exercise Price of Derivative (Instr. 3)  Conversion Opate (Month/Day/Year)  Conversion Opate (Month/Day/Year)				(First) (Middle)  CROSOFT WAY  ND WA 98052  (State) (Zip)  Table I - Non-Deriv  Security (Instr. 3)  2. Transactio Date (Month/Day/Y)  Table II - Derivat (e.g., p  Conversion or Exercise Price of Derivative  (Month/Day/Year)  3. Transaction Execution Date, if any (Month/Day/Year)	(First) (Middle)  CROSOFT WAY  ND WA 98052  (State) (Zip)  Table I - Non-Derivative (Month/Day/Year)  Stock  Table II - Derivative Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  Table II - Derivative Security  2. Transaction Date (Leg., puts, or Exercise Price of Derivative Security  A. I. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)	(First) (Middle)  CROSOFT WAY  A. If Amend  (State) (Zip)  Table I - Non-Derivative Security (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/Instruction or Exercise Price of Derivative Security (Month/Day/Year)  2. Conversion or Exercise Price of Derivative Security (Month/Day/Year)  (Middle)  3. Date of 10/23/200  2. Transaction Date (Month/Day/Year)  3. Derivative Security (A. Deemed Execution Date (Month/Day/Year)  3. Date of 10/23/201  4. If Amend 24. Deemed Execution Date (Instr. 8)	(First) (Middle)  CROSOFT WAY   3. Date of Earlies 10/23/2012  4. If Amendment,  Table I - Non-Derivative Securities (Month/Day/Year)  Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  Stock  10/23/2012  2. Table II - Derivative Securities (e.g., puts, calls, warration Date (Month/Day/Year)  2. Table II - Derivative Securities (e.g., puts, calls, warration Date (Month/Day/Year)  2. Table II - Derivative Securities (e.g., puts, calls, warration Date (Month/Day/Year)  2. Table II - Derivative Securities (e.g., puts, calls, warration Date (Month/Day/Year)  3. Date of Earlies 10/23/2012  4. If Amendment,  Security (Instr. 3)  2. Transaction Date (e.g., puts, calls, warration of Date (Instr. 8)  5. Num Code (Instr. 8)  6. Occurrence (Instr. 8)  7. Transaction Date (Instr. 8)  8. Occurrence (Instr. 8)	(First) (Middle)  CROSOFT WAY  3. Date of Earliest Trar 10/23/2012  4. If Amendment, Date  (State) (Zip)  Table I - Non-Derivative Securities Action Date (Month/Day/Year)  (Month/Day/Year) 2A. Deemed Execution Date (Month/Day/Year) (Month/Day/Year)  Stock  Table II - Derivative Securities Acq (e.g., puts, calls, warrants  2. Conversion or Exercise Price of Derivative Security (Month/Day/Year)  3. Transaction Date (if any (Month/Day/Year))  (Month/Day/Year)  3. Transaction Date (if any (Month/Day/Year))  (Month/Day/Year)  3. Deemed Execution Date, if any (Month/Day/Year)  (A) or Disposed of (D) (Instr. 3, 4 and 5)	(First) (Middle)  CROSOFT WAY  3. Date of Earliest Transaction 10/23/2012  4. If Amendment, Date of Or  Table I - Non-Derivative Securities Acquire (Month/Day/Year)  Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  Stock  10/23/2012  2. Table II - Derivative Securities Acquire (e.g., puts, calls, warrants, op  2. Conversion or Exercise Price of Derivative Security  (Month/Day/Year)  3. Date of Earliest Transaction 2. If Amendment, Date of Or  Execution Date (Month/Day/Year)  (Month/Day/Year)  3. Transaction Date (e.g., puts, calls, warrants, op  2. Conversion or Exercise Price of Date (Month/Day/Year)  (Month/Day/Year)  3. Date of Earliest Transaction 2. If Amendment, Date of Or  Execution Date, if any (Month/Day/Year)  Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  Date (Month/Day/Year)  Date (Month/Day/Year)	(First) (Middle)  CROSOFT WAY  3. Date of Earliest Transaction (Moth 10/23/2012  4. If Amendment, Date of Original  Table I - Non-Derivative Securities Acquired, Date (Month/Day/Year)  Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  Stock  10/23/2012  Stock  10/23/2012  Table II - Derivative Securities Acquired, Dite (e.g., puts, calls, warrants, options)  2. Transaction Code (Instr. 8)  Table II - Derivative Securities Acquired, Dite (e.g., puts, calls, warrants, options)  3. Transaction Code (Instr. 8)  Code V  Stock  10/23/2012  Stock  Table II - Derivative Securities Acquired, Dite (e.g., puts, calls, warrants, options)  Conversion Of Exercise (Month/Day/Year)  Stock  Table II - Derivative Securities Acquired, Dite (e.g., puts, calls, warrants, options)  A. Deemed Execution Date, if any (Month/Day/Year)  Stock  Table II - Derivative Securities Acquired, Dite (e.g., puts, calls, warrants, options)  A. Deemed Execution Date, if any (Month/Day/Year)  Stock  Date Disposed of (D) (Instr. 8)  Date	(First) (Middle)  CROSOFT WAY  3. Date of Earliest Transaction (Month/10/23/2012  4. If Amendment, Date of Original Filed  Table I - Non-Derivative Securities Acquired, Disponent of Conversion or Exercise Price of Derivative Security  Stock  10/23/2012  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  Table II - Derivative Securities Acquired, Disponent of Code (Instr. 8)  Table II - Derivative Securities Acquired, Disponent of Code (Instr. 8)  Table II - Derivative Securities Acquired, Disponent of Code (Instr. 8)  3. Transaction Code (Instr. 8)  Table II - Derivative Securities Acquired (A) or Disponent of (D) (Instr. 3, 4 and 5)  Date Date Date Date (Instr. 8)  Date Date Date (Instr. 8)	(First) (Middle)  CROSOFT WAY  3. Date of Earliest Transaction (Month/Day/Year) 10/23/2012  4. If Amendment, Date of Original Filed (Month/Day/Year) 10/23/2012  Table I - Non-Derivative Securities Acquired, Disposed of Execution Date (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) 2Code (Instr. 8)  Code V Amount  Stock  Table II - Derivative Securities Acquired, Disposed of (E.g., puts, calls, warrants, options, convertibe Security (Month/Day/Year) 3A. Deemed Execution Date (e.g., puts, calls, warrants, options, convertibe Securities Acquired (Month/Day/Year) 6 Date (Month/Day/Year) 6 Disposed of (D) (Instr. 3, 4 and 5)  Date Expiration	(First) (Middle)  CROSOFT WAY  3. Date of Earliest Transaction (Month/Day/Year) 10/23/2012  4. If Amendment, Date of Original Filed (Month/Day/Year)  Table I - Non-Derivative Securities Acquired, Disposed of, or Execution Date, (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Execution Date, (Instr. 8)  Code V Amount (A) or (Code (Instr. 8))  Table II - Derivative Securities Acquired, Disposed of, or Bel (e.g., puts, calls, warrants, options, convertible security  2. Conversion or Exercise (Month/Day/Year)  (Month/Day/Year)  3. Date of Earliest Transaction (Month/Day/Year)  2. Transaction Date (execution Date, (Instr. 8)  2. Transaction Code (Instr. 8)  Table II - Derivative Securities Acquired, Disposed of, or Bel (e.g., puts, calls, warrants, options, convertible security (Month/Day/Year)  2. Conversion of Expiration Date (Month/Day/Year)  (Month/Day/Year)  3. Transaction Code (Instr. 8)  4. Securities Acquired (Disposed of, or Bel Expiration Date (Month/Day/Year)  (Instr. 3, 4 and 5)  Date Expiration Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Code (Instr. 8)  Date Expiration Date (Month/Day/Year)  Date Expiration Date (Month/Day/Year)	(First) (Middle)  CROSOFT WAY  3. Date of Earliest Transaction (Month/Day/Year)  4. If Amendment, Date of Original Filed (Month/Day/Year)  Table I - Non-Derivative Securities Acquired, Disposed of, or Benefic Execution Date, (Month/Day/Year)  Price  Stock  10/23/2012  2. Transaction Date Execution Date, if any (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5 of Date Execution Date, (e.g., puts, calls, warrants, options, convertible securities Acquired (A) or Disposed of (D) (Instr. 3)  3. Transaction Date (E.g., puts, calls, warrants, options, convertible securities Acquired (A) or Disposed of (D) (Instr. 3)  3. Transaction Date (Instr. 8)  Stock  10/23/2012  2. Stock  3. Transaction Code (Instr. 8)  5. Number of Date Exercisable and Expiration Date (Month/Day/Year) (Instr. 3)  7. Title and Amount of Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  8. Date Exercisable and Expiration Date (Month/Day/Year) (Instr. 3, 4 and 5)  8. Date Exercisable and Expiration Date (Month/Day/Year) (Instr. 3, 4 and 5)  8. Date Exercisable and Expiration Date (Month/Day/Year) (Instr. 3, 4 and 5)  8. Date Exercisable and Expiration Date (Month/Day/Year) (Instr. 3, 4 and 5)	(First) (Middle)  CROSOFT WAY  3. Date of Earliest Transaction (Month/Day/Year) 10/23/2012  4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Indiv. Line)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially of Execution Date (Month/Day/Year) 7. Stock  10/23/2012  2. Transaction Date (Month/Day/Year) 8. Stock  10/23/2012  3. Transaction Code (Instr. 9. Stock  10/23/2012  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  Code V Amount (A) or (D) Price (E.g., puts, calls, warrants, options, convertible securities)  2. Transaction Date (Month/Day/Year) 8. Stock  10/23/2012  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Over (E.g., puts, calls, warrants, options, convertible securities)  2. Transaction Date (Month/Day/Year) 8. Stock  3. 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Amount of Securities Securities Security (Instr. 3, 4 and 5)	(First) (Middle)  CROSOFT WAY  3. Date of Earliest Transaction (Month/Day/Year)   Securities   S	(First) (Middle)  CROSOFT WAY  ND WA 98052  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Security (Instr. 3)  2. Transaction (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  Stock  10/23/2012  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Following Reported Transaction(S) (Instr. 3 and 4)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  2. Conversion Date (Month/Day/Year)  (Month/Day/Year)  Annount of Securities Acquired (A) or Disposed of (Month/Day/Year)  Annount of Securities Acquired (A) or Disposed of (Month/Day/Year)  Annount of Securities Acquired (A) or Disposed of (Month/Day/Year)  Annount of Securities Acquired (A) or Disposed of (Month/Day/Year)  Annount of Securities Acquired (A) or Disposed of (Month/Day/Year)  Annount of Securities Acquired (A) or Disposed of (Month/Day/Year)  Annount of Securities Acquired (A) or Disposed of (Month/Day/Year)  Annount of Securities Acquired (Month/Day/Year)  Annount of Securities Acquired (A) or Disposed of (Month/Day/Year)  Annount of Securities Acquired (A) or Disposed of (Month/Day/Year)  Annount of Securities Acquired (A) or Disposed of (Month/Day/Year)  Annount of Securities Acquired (A) or Disposed of (Month/Day/Year)  Annount of Securities Acquired (A) or Disposed of (Month/Day/Year)  Annount of Securities Acquired (A) or Disposed of (Month/Day/Year)  Annount of Securities Acquired (A) or Disposed of (Month/	(First) (Middle)  (Right) (Middle)  (Right) (Middle)  (Right) (Middle)  (State) (Zip)  (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)  (State) (Zip)  (State) (Zip)  (State) (Zip)  (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)  (Stock (Inc) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)  (Stock (Inc) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)  (Stock (Inc) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)  (Stock (Inc) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)  (Stock (Inc) (Month/Day/Year) (	

## **Explanation of Responses:**

- 1. The sales reported in this filing were made pursuant to the 10b5-1 sales plan of the reporting person.
- 2. This transaction was executed in multiple trades at prices ranging from \$27.76 to \$28.20. The price set forth above reflects the weighted-average price per share. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.
- 3. In addition, there are 424,816 shares owned by the spouse of the reporting person. The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purposes.

/s/ Alan Heuberger, Attorneyin-fact for William H. Gates III

10/25/2012

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- $^{\star}$  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.