

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

1. Name and Address of Reporting Person* <b>MATHEW MICH</b> <hr/> (Last) (First) (Middle) <b>ONE MICROSOFT WAY</b> <hr/> (Street) <b>REDMOND WA 98052-6399</b> <hr/> (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <b>MICROSOFT CORP [ MSFT ]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Corporate Vice President</b>		
			3. Date of Earliest Transaction (Month/Day/Year) <b>04/20/2004</b>					
			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock								28,072 <sup>(1)</sup>	D	
Common Stock								1,191 <sup>(2)</sup>	I	By 401(k)
Common Stock	04/20/2004		X		1,200,000 <sup>(3)</sup>	D	\$35.025	499,201	I	By Spouse

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	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)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Put Option (Right to Sell)	\$35.025	04/20/2004		X			1,200,000	04/20/2004	04/20/2004	Common Stock	1,200,000	\$0	0	I	By Spouse
Call Option (Obligation to Sell)	\$49.3855	04/20/2004		E	V		1,200,000	04/20/2004	04/20/2004	Common Stock	1,200,000	\$0	0	I	By Spouse

**Explanation of Responses:**

- Includes 12 shares acquired on December 31, 2003 under the Microsoft Employee Stock Purchase Plan.
- 401(k) balance as of March 31, 2004.
- Represents the exercise of a put option under a "zero-cost collar" arrangement entered into by the reporting person's spouse on April 20, 2001.

**Remarks:**

Keith R. Dolliver, Attorney-in-Fact for Michelle J. Mathews 04/21/2004

\*\* Signature of Reporting Person Date

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

\* 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.