

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* BURGUM DOUGLAS J			2. Issuer Name and Ticker or Trading Symbol MICROSOFT CORP [MSFT]			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) Senior Vice President		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/27/2004			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		
ONE MICROSOFT WAY			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)								
REDMOND	WA	98052-6399						
(City)	(State)	(Zip)						

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	01/13/2003		G	V	907	D	\$0	999,135	D	
Common Stock	01/27/2004		M		35,696	A	\$7.7273	1,034,831	D	
Common Stock	01/27/2004		M		53,216	A	\$7.2728	1,088,047	D	
Common Stock	01/27/2004		S		90,056	D	\$28.55	997,991	D	
Common Stock	01/27/2004		S		2,382	D	\$28.38	995,609	D	
Common Stock	01/27/2004		S		1,693	D	\$28.6	993,916	D	
Common Stock	01/27/2004		S		8,500	D	\$28.61	985,416	D	
Common Stock	01/27/2004		S		4,980	D	\$28.6104	980,436	D	
Common Stock	01/27/2004		S		3,400	D	\$28.62	977,036	D	
Common Stock	01/27/2004		S		1,520	D	\$28.635	975,516	D	
Common Stock	01/27/2004		S		10,950	D	\$28.6737	964,566	D	
Common Stock	01/27/2004		S		3,450	D	\$28.6746	961,116	D	
Common Stock	01/27/2004		S		1,400	D	\$28.68	959,716	D	
Common Stock	01/27/2004		S		200	D	\$28.69	959,516 ⁽¹⁾	D	
Common Stock	01/27/2004		S		16,000	D	\$28.68	20,214	I	By son
Common Stock	01/27/2004		S		20,214	D	\$28.61	0	I	By son
Common Stock								5,377 ⁽²⁾	I	By 401(k)

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
Employee Stock Option (Right to Buy) #0286829	\$7.7273	01/27/2004		M			35,696	07/25/2003 ⁽³⁾	07/25/2010	Common Stock	35,696	\$0	13,720	D	

**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				
Employee Stock Option (Right to Buy) #0286830	\$7.2728	01/27/2004		M			53,216	06/19/2001	06/19/2007	Common Stock	53,216	\$0	0	D	

Explanation of Responses:

- The reporting person no longer has a reportable beneficial interest in 55,282 shares of Microsoft stock owned by the Joseph Ernest Burgum Trust, 55,284 shares of Microsoft stock owned by the Jessamine Ada Burgum Trust and 55,284 shares of Microsoft stock owned by the Thomas Alton Burgum Trust and included in the reporting person's prior ownership reports.
- 401(k) balance as of December 31, 2003.
- This option vests as follows: 6,860 on 7/24/2004 and 6,860 on 7/24/2005.

Remarks:

Keith R. Dolliver, Attorney-in-Fact for Douglas J. Burgum 01/28/2004

** 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.