FORM 3

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL OMB Number: 3235-0104

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

					or occion o	o(ii) or the iii	ivestment Company Act of 1940					
Name and Address of Reporting Person*     Lu Qi				2. Date of Event Requiring Statement (Month/Day/Year) 02/09/2009			3. Issuer Name and Ticker or Trading Symbol MICROSOFT CORP [ MSFT ]					
(Last) (First) (Middle) C/O MICROSOFT CORPORATION				Relationship of Reporting Person(s) to Issuer (Check all applicable)     Director		10% Owner		5. If Amendment, Date of Original Filed (Month/Day/Year)				
ONE MICROSOFT WAY						x	Officer (give title below)	Other (specify below)		6. Individual or Joint/Group Filing (Check Applicable Line)		
(Street)					President, Online Ser		rvices		X Form filed by One Reporting Person Form filed by More than One Reporting Person			
REDMOND	WA	98052-6399										
(City)	(State)	(Zip)										
Table I - Non-Derivative Securities Beneficially Owned												
1. Title of Security (Instr. 4)					2. Amount o (Instr. 4)		3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)		4. Nature of Indirect Beneficial Ownership (Instr. 5)			
Common Stock						200	D					
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)												
1. Title of Derivative Security (Instr. 4)  2. Date Exercisable and Expiration Date (Month)Day/Year)					(Instr. 4) Exercise F of Derivati		4. Conversion Exercise Price of Derivative Security		6. Nature of Indirect Beneficial Ownership (Instr. 5)			
				Date Exercisable	Expiration Date	Title		Amount or Number of Shares	Security			

Explanation of Responses:

Remarks:

Keith R. Dolliver, Attorney-in-Fact for Qi Lu 02/12/2009

\*\* 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 5 (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.

January 16, 2009

Securities and Exchange Commission 100 F Street, N.E. Washington, D.C. 20549

Re: Microsoft Corporation - Power of Attorney

To whom it may concern:

This will confirm that I have granted each of the individuals listed below the authority to, on my behalf, execute and file the Form ID, Form ID Confirming Statement

The individuals who are authorized to act as my Attorney-In-Fact under this Power of Attorney are as follows:

Keith R. Dolliver

Peter A. Kraus

Christyne Mayberry

Ben O. Orndorff

John A. Seethoff

Bradford L. Smith

This Power of Attorney is effective immediately upon filing with the Securities Exchange Commission and for purposes of my future Form 4 and Form 5 filings relating

Sincerely,

/s/ Qi Lu

Qi Lu