

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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:	3235-0104
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>MUNDIE CRAIG J</u> (Last) (First) (Middle) C/O MICROSOFT CORPORATION ONE MICROSOFT WAY (Street) REDMOND WA 98052-6399 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 07/01/2008	3. Issuer Name and Ticker or Trading Symbol <u>MICROSOFT CORP [MSFT]</u>	5. If Amendment, Date of Original Filed (Month/Day/Year)
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief ResearchStrategy Officer	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 Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	172,833 ⁽¹⁾	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)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Employee Stock Option (right to buy) (Grant No. 0167463)	11/22/2006	11/22/2009	Common Stock 52,556	40.4157	D	
Employee Stock Option (right to buy) (Grant No. 0171057)	03/06/2005	03/06/2010	Common Stock 2,222,222	40.7813	D	
Employee Stock Option (right to buy) (Grant No. 0202680)	04/24/2007	04/24/2010	Common Stock 52,556	29.9813	D	
Employee Stock Option (right to buy) (Grant No. 0285325)	04/24/2005	04/24/2010	Common Stock 1,111,111	25.1438	D	
Employee Stock Option (right to buy) (Grant No. 0365250)	02/20/2006	02/20/2011	Common Stock 1,111,111	25.591	D	

Explanation of Responses:

1. Includes an aggregate of 165,679 shares represented by unvested stock awards, of which 125,054 shares will vest on August 31, 2008, 20,312 shares will vest on August 31, 2009, and 20,313 shares will vest on August 31, 2010.

Remarks:

Keith R. Dolliver, Attorney-in-Fact for Craig J. Mundie 07/10/2008

** 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.

July 1, 2008

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 Initial Statement of Beneficial Owner

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/ Craig J. Mundie
Craig J. Mundie