### FORM 4

\_\_ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

See Instruction 1(b).

(Print or Type Responses)

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response...0.5

1. Name and Address of Reporting Person *  Gates III William H.  (Last) (First) (Middle)	Issuer Name and Ticker or Trading Symbol     MICROSOFT CORPORATION	4. Statement for (Month/Day/Year)	o. Relationship of Reporting Person(s) to Issuer (Check all applicable)  X Director X 10% Owner X Officer (give title below) Other (specify below)  Chairman of the Board; Chief Software Architect
One Microsoft Way	(MSFT)	2/5/2003	
(Street)	3. I.R.S. Identification Number of Reporting		7. Individual or Joint/Group Filing (Check Applicable Line)
	Person, if an entity (voluntary)	5. If Amendment, Date of Original (Month/Day/Year)	X Form filed by One Reporting Person
Redmond WA 98052-6399	(voluntary)	Original (World Day/ Teal)	_ , , ,
(City) (State) (Zip)			Form filed by More than One Reporting Person
I			

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

1. Title of	2. Transaction Date	2A. Deemed Execution Date, if any	3. Trans (Instr. 8)	action Code	4. Securiti		d (A) or Disposed of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial
Security	(Month/Day/ Year)	(Month/Day/ Year)	Code	V	Amount	(A) or (D)	Price	(Instr. 3 and 4)	(I) (Instr. 4)	Ownership (Instr. 4)
Common Stock	2/5/2003		s		25,000	D	46.87			
Common Stock	2/5/2003		S		86	D	46.89			
Common Stock	2/5/2003		S		6,428	D	46.93			
Common Stock	2/5/2003		S		20,000	D	46.95			
Common Stock	2/5/2003		S		25,000	D	46.97			
Common Stock	2/5/2003		S		1,872	D	46.99			
Common Stock	2/5/2003		s		21,700	D	47.00			
Common Stock	2/5/2003		S		64,914	D	47.01			
Common Stock	2/5/2003		S		40,000	D	47.02			
Common Stock	2/5/2003		S		13,500	D	47.04			
Common Stock	2/5/2003		S		22,700	D	47.05			
Common Stock	2/5/2003		S		33,800	D	47.07			
Common Stock	2/5/2003		S		38,000	D	47.08			
Common Stock	2/5/2003		S		13,132	D	47.10			
Common Stock	2/5/2003		S		10,000	D	47.11			
Common Stock	2/5/2003		S		10,000	D	47.13			
Common Stock	2/5/2003		S		32,961	D	47.14			
Common Stock	2/5/2003		S		33,400	D	47.15			
Common Stock	2/5/2003		s		43,887	D	47.18			
Common Stock	2/5/2003		S		8,913	D	47.21			
Common Stock	2/5/2003		S		13,587	D	47.25			
Common Stock	2/5/2003		S		21,120	D	47.26			
Common Stock	2/5/2003		S		25,000	D	47.59			
Common Stock	2/5/2003		S		22,600	D	47.60			
Common Stock	2/5/2003		s		14,989	D	47.62			
Common Stock	2/5/2003		S		14,857	D	47.64			
Common Stock	2/5/2003		S		2,700	D	47.65			

Common Stock	2/5/2003	s	15,300	D	47.66			
Common Stock	2/5/2003	s	7,119	D	47.68			
Common Stock	2/5/2003	s	19,543	D	47.69			
Common Stock	2/5/2003	s	40,000	D	47.73			
Common Stock	2/5/2003	S	15,000	D	47.74			
Common Stock	2/5/2003	S	17,955	D	47.85			
Common Stock	2/5/2003	S	7,400	D	47.90			
Common Stock	2/5/2003	s	10,500	D	47.91			
Common Stock	2/5/2003	S	2,400	D	47.92			
Common Stock	2/5/2003	S	41,925	D	48.00			
Common Stock	2/5/2003	s	49,211	D	48.02			
Common Stock	2/5/2003	s	20,764	D	48.03			
Common Stock	2/5/2003	s	87,637	D	48.04			
Common Stock	2/5/2003	S	5,000	D	48.05			
Common Stock	2/5/2003	S	15,000	D	48.06			
Common Stock	2/5/2003	S	10,000	D	48.07			
Common Stock	2/5/2003	S	50,000	D	48.08			
Common Stock	2/5/2003	S	100	D	48.10			
Common Stock	2/5/2003	S	5,000	D	48.15	609,749,300	D	
Common Stock						368	I	Through an entity owned by the reporting person
Common Stock						214,260*	I	Held by spouse

<sup>\*</sup> The reporting officer 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 purpose.

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

		3.	3A. Deemed	4. Transac Code (Instr. 8		5. Number Derivative Acquired (A Disposed o (Instr. 3, 4 a	Securities A) or f (D)	6. Date Exercisable and Expiration Date Securi		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			9. Number of Derivative Securities	10. Ownership Form of	11. Nature
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	Transaction Date (Month/Day/ Year)	Execution Date, if any (Month/Day/ Year)	Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	or Number	Derivative Security	Beneficially Owned Following Reported Transaction(s)	Derivative Securities: Direct (D) or Indirect (I) (Instr. 4)	of Indirect Beneficial Ownership (Instr. 4)

Explanation of Responses:

/s/ Michael Larson	2/6/03		
** Signature of Reporting Person	Date		

#### Attorney-in-fact.

Duly authorized under Special Power of Attorney appointing Michael Larson attorney-in-fact, dated March 14, 2001, by and on behalf of William H. Gates III, filed as Exhibit B to Cascade Investment's Amendment No. 1 to Schedule 13D with respect to Pan American Silver Corp. on March 19, 2001, SEC File No. 005-52919, and incorporated by reference herein.

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.

http://www.sec.gov/divisions/corpfin/forms/form4.htm

Last update: 09/05/2002