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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

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**FORM 8-K**

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**CURRENT REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported) November 19, 2009

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**Microsoft Corporation**

(Exact Name of Registrant as Specified in Its Charter)

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**Washington**

(State or Other Jurisdiction of Incorporation)

**0-14278**

(Commission File Number)

**91-1144442**

(IRS Employer Identification No.)

**One Microsoft Way, Redmond, Washington**

(Address of Principal Executive Offices)

**98052-6399**

(Zip Code)

**(425) 882-8080**

(Registrant's Telephone Number, Including Area Code)

(Former Name or Former Address, if Changed Since Last Report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On November 19, 2009, Christopher P. Liddell, the chief financial officer of Microsoft Corporation (the "Company"), informed the Company of his intention to resign his position to pursue other opportunities. Mr. Liddell will remain an employee of the Company through December 31, 2009.

On November 24, 2009, the Company announced the appointment of Peter Klein, age 47, to serve as chief financial officer. Since February 2006, Mr. Klein has been serving as corporate vice president and chief financial officer of the Microsoft Business Division. In this role Mr. Klein oversaw the financial performance of the businesses that comprise the Business Division, which include the Microsoft Office system of programs, servers and software-based services, Microsoft Dynamics business applications for small and midsize businesses, large organizations and divisions of global enterprises, and Microsoft's Unified Communications products which provide software-based communications tools to business. He was responsible for overall financial management of the Business Division, including financial and strategic planning, reporting and analysis, as well as communications to the investment community. Prior to his role in the Business Division, Mr. Klein was chief financial officer of Microsoft's Server & Tools Business Group beginning in July 2003. Mr. Klein joined Microsoft in 2002.

As chief financial officer, Mr. Klein will be paid an annual base salary of \$500,000 and has been approved as a participant under the Company's Executive Officer Incentive Plan (the "Incentive Plan"). The Compensation Committee of the Board of Directors will determine the amount payable as an award under the Incentive Plan in its discretion following the end of fiscal year 2010. In making its determination the Compensation Committee will consider the recommendation of the Company's chief executive officer, Steve Ballmer, which will take into account Mr. Klein's performance against annual commitments and any other information Mr. Ballmer finds relevant, and Mr. Klein's performance on a range of annual financial, operational and strategic measures and any other information the Committee deems relevant. After the Committee approves the award, it will be paid 20% in cash and 80% in the form of a stock award that will vest in four equal annual installments.

**Item 7.01. Regulation FD Disclosure.**

On November 24, 2009, the Company issued a press release announcing Mr. Liddell's decision to leave the Company and Mr. Klein's appointment as chief financial officer. The press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

In accordance with General Instruction B.2 of Form 8-K, the information in Exhibit 99.1 and in this Item shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liability of that section, and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits:

99.1 Press release, dated November 24, 2009

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MICROSOFT CORPORATION  
(Registrant)

Date: November 24, 2009

/s/ JOHN A. SEETHOFF

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**John A. Seethoff**  
**Assistant Secretary**

INDEX TO EXHIBITS

Exhibit  
No.

Description

99.1 Press release dated November 24, 2009

**Microsoft Announces Chief Financial Officer Transition**  
*Chris Liddell to leave Microsoft December 31; Peter Klein assuming CFO role*

**REDMOND, Wash. – Nov. 24, 2009** – Microsoft Corp. today announced that Chris Liddell will be leaving the company at the end of 2009, and named Peter Klein as the company's new chief financial officer.

"Chris and his finance team have accomplished a great deal over the past four and a half years. The team is deep and strong, and has an excellent record of building value for our shareholders," said Steve Ballmer, Microsoft chief executive officer. "Peter brings great finance and operation expertise and a deep understanding of the company, and I am looking forward to a smooth transition that continues our commitment to cost containment and finance excellence."

In the past fiscal year, Microsoft reduced costs by \$3 billion compared with its original plan, and returned \$14 billion to shareholders through dividends and stock buy-back.

Klein, 47, joined Microsoft in February 2002 and currently serves as CFO of Microsoft's Business Division, overseeing all financial strategy, management and reporting for the \$18.9 billion business with 7,800 full-time employees. Previously, Klein served three years as CFO of Microsoft's Server and Tools Business.

"My time at Microsoft has been an outstanding experience, and I am delighted to be leaving the company in such great shape," Liddell said. "We have built a world class finance team and established strong internal accountability. Microsoft is coming out of the economic downturn with not only great product momentum but also strong discipline around costs and a focus on driving shareholder value."

Liddell, 51, joined Microsoft in May 2005 after serving as CFO at International Paper Co., and chief executive officer of Carter Holt Harvey Ltd, then New Zealand's second largest listed company. He said he is looking at a number of opportunities that will expand his career beyond being a CFO.

Liddell will continue at Microsoft working closely with Klein through December 31, to ensure a smooth transition.

Before to joining Microsoft, Klein spent 13 years in corporate finance, primarily in the communications and technology sectors: McCaw Cellular Communication; Orca Bay Capital, a private equity firm; and several startups, including HomeGrocer.com, where as vice president and treasurer he helped lead an IPO and subsequent acquisition by Webvan.

"I'm honored to take on the role of Microsoft CFO. I've learned a lot working with Chris, and I'm excited about the opportunities ahead for Microsoft," said Klein. "We have an incredible pipeline of products, we have strong financial and operational accountability, and we are well-positioned for growth as the economy recovers."

Klein holds a bachelor's degree from Yale University and an MBA from the University of Washington. Outside of work, he is an avid sports fan and serves on the board of NPower Seattle, a non-profit organization dedicated to enhancing the effectiveness of non-profit service providers through technology. He and his wife have two sons.

### **About Microsoft**

Founded in 1975, Microsoft (Nasdaq "MSFT") is the worldwide leader in software, services and solutions that help people and businesses realize their full potential.

*Note to editors:* If you are interested in viewing additional information on Microsoft, please visit the Microsoft Web page at <http://www.microsoft.com/presspass> on Microsoft's corporate information pages. Web links, telephone numbers and titles were correct at time of publication, but may since have changed. For additional assistance, journalists and analysts may contact Microsoft's Rapid Response Team or other appropriate contacts listed at <http://www.microsoft.com/presspass/contactpr.msp>.