

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* <u>COLE DAVID WAYNE</u> _____ (Last) (First) (Middle) <u>ONE MICROSOFT WAY</u> _____ (Street) <u>REDMOND WA 98053-6399</u> _____ (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <u>MICROSOFT CORP [MSFT]</u>			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) <u>Senior Vice President</u>		
			3. Date of Earliest Transaction (Month/Day/Year) <u>02/10/2006</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
			4. If Amendment, Date of Original Filed (Month/Day/Year)					

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	02/10/2006		M		196,000	A	\$6.2227	252,671	D	
Common Stock	02/10/2006		S		18,300 ^(L)	D	\$26.52	234,371	D	
Common Stock	02/10/2006		S		37,500 ^(L)	D	\$26.53	196,871	D	
Common Stock	02/10/2006		S		44,900 ^(L)	D	\$26.55	151,971	D	
Common Stock	02/10/2006		S		6,100 ^(L)	D	\$26.51	145,871	D	
Common Stock	02/10/2006		S		11,200 ^(L)	D	\$26.57	134,671	D	
Common Stock	02/10/2006		S		45,200 ^(L)	D	\$26.54	89,471	D	
Common Stock	02/10/2006		S		32,800 ^(L)	D	\$26.56	56,671	D	
Common Stock								20	I	By dependent child
Common Stock								20	I	By dependent child
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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)	\$6.2227	02/10/2006		M		196,000		11/15/2004	07/15/2006	Common Stock	196,000	\$0	196,000	D	

Explanation of Responses:

1. This sale was effected pursuant to a 10b5-1 sales plan adopted by the reporting person.

Remarks:

Keith R. Dolliver, Attorney-in-Fact for David W. Cole 02/14/2006

** 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.