

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No.)*

SkyTel Communications, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

607406105

(CUSIP Number)

Robert A. Eshelman, Esq.
Microsoft Corporation
One Microsoft Way
Redmond, WA 98052
(425) 936-7520

(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

May 14, 1998

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box [] .

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No.: 607406105

1 NAME OF REPORTING PERSON
Microsoft Corporation
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
91-1144442

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS
WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or
2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
State of Washington

7 SOLE VOTING POWER
3,403,600

NUMBER OF SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8 SHARED VOTING POWER
-0-

9 SOLE DISPOSITIVE POWER
3,403,600

10 SHARED DISPOSITIVE POWER
-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
3,403,600

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
5.7%

14 TYPE OF REPORTING PERSON
CO

Item 1. Security and Issuer

This statement relates to the Common Stock, \$.01 par value (the "Common Stock"), of SkyTel Communications, Inc. (the "Issuer"). The principal executive offices of the Issuer are located at 200 South Lamar Street, Mtel Centre, Jackson, Mississippi 39201.

Item 2. Identity and Background

This statement is being filed by Microsoft Corporation, a Washington corporation. Microsoft develops, manufactures, licenses, and supports a wide range of software products, including scalable operating systems for intelligent devices, personal computers (PCs) and servers; server applications for client/server environments; business and consumer productivity applications; software development tools; and Internet and intranet software and technologies. Microsoft's interactive efforts include entertainment and information software programs, MSN(TM), the Microsoft Network online service; Internet-based services; and alliances with companies involved with other forms of digital interactivity. Microsoft also sells personal computer input devices and books, and researches and develops advanced technologies for future software products. Microsoft's corporate headquarters is located at One Microsoft Way, Redmond, Washington 98052.

Microsoft has not during the last five years been (i) convicted in a criminal proceeding, or (ii) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of which it was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

The names, business addresses and principal businesses of each of the directors and executive officers of Microsoft are set forth on Schedule I hereto and incorporated by reference herein.

Item 3. Source and Amount of Funds or Other Consideration

Microsoft acquired 1,755,000 shares of Common Stock on July 19, 1995 in exchange for 1,500 shares of Class A Common Stock of Destineer Corporation which it had purchased in 1994 for \$30,000,000. Microsoft acquired 1,648,600 shares of Common Stock on May 14, 1998 upon the conversion of 25,000 shares of Series A 7.5% Cumulative Convertible Accruable Pay-In-Kind Preferred Stock which it had purchased in 1996 for \$25,000,000.

The source of Microsoft's payment of the purchase price was its working capital. Microsoft did not purchase any of the Common Stock with borrowed funds.

Item 4. Purpose of Transaction

Microsoft acquired the Common Stock for investment purposes. Microsoft will continue to evaluate its ownership and voting position in the Issuer and may consider the following future courses of action: (i) continuing to hold the Common Stock for investment; (ii) disposing of all or a portion of the Common Stock in open market sales or in privately-negotiated transactions; (iii) acquiring additional shares of common stock in the open market or in privately-negotiated transactions; or (iv) entering into short sales or other hedging transactions with respect to the Common Stock. Microsoft has not as yet determined which of the courses of action specified in this paragraph it may ultimately take. Microsoft's future actions with regard to this investment are dependent on its evaluation of a variety of circumstances affecting the Issuer in the future, including the market price of the Issuer's Common Stock and the Issuer's prospects.

The Issuer and Microsoft have entered into an Amended and Restated Stockholder Agreement dated March 29, 1996 (the "Agreement"). The Agreement provides that, prior to March 29, 2001, Microsoft will not acquire more than 10% of the voting securities of the Issuer without the approval of the Issuer's

board of directors. In addition, prior to March 29, 2001, Microsoft agreed not to (i) solicit proxies or participate in any proxy solicitation; (ii) submit a proposal for consideration at or take other steps involving stockholders meetings of the Issuer; (iii) participate in any group that owns the Issuer's voting securities; (iv) deposit its shares into a voting trust or subject them to a voting agreement; (v) propose any form of merger, tender offer, exchange offer or other business transaction with the Issuer, or act alone or with any group in seeking to control or influence the management, board of directors, policies or affairs of the Issuer; (vi) communicate with the Issuer's stockholders or others regarding the management, board of directors, control, policies or affairs of the Issuer; or (vii) propose or disclose an intent to propose, any of the foregoing unless the Issuer invites such offer or proposal. In addition, Microsoft has agreed not to sell more than 1% of the Issuer's shares (on a fully-diluted basis) to any other person or entity operating in the telecommunications industry.

Item 5. Interest in Securities of the Issuer

(a) As of December 31, 1998, Microsoft beneficially owns 3,403,600 shares of the Common Stock, which represents approximately 5.7% of the shares of Common Stock currently issued and outstanding.

(b) As of December 31, 1998, Microsoft has sole power to vote or direct the vote and dispose or direct the disposition of 3,403,600 shares.

(c) None.

(d) Not applicable.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect

to Securities of the Issuer

Except as described in Item 4, Microsoft has no contracts, arrangements, understandings, or relationships (legal or otherwise) with any person with respect to the Common Stock, including transfer or voting thereof, finder's fees, joint ventures, loan or option arrangements, put or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies.

Item 7. Materials to be Filed as Exhibits

1.1 Amended and Restated Stockholder Agreement dated as of March 29, 1996 by and between the Issuer and Microsoft Corporation.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Schedule 13D is true, complete and correct.

MICROSOFT CORPORATION

By /s/ ROBERT A. ESHELMAN

Name: Robert A. Eshelman
Title: Assistant Secretary

January 6, 1999

EXHIBITS

EXHIBIT 1.1 Amended and Restated Stockholder Agreement dated as of March 29, 1996 by and between the Issuer and Microsoft Corporation. (Incorporated by reference from the Issuer's Quarterly Report on Form 10-Q for the period ending March 31, 1996.)

SCHEDULE I TO SCHEDULE 13D

Following is a list of each executive officer and director of Microsoft setting forth the business address and present principal employment (and the name and address of any corporation or organization in which such employment is conducted) of each person. The persons named below are citizens of the United States of America (unless otherwise noted beneath their names) and have not, during the last five years, been convicted in a criminal proceeding or been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which they are or were subject to a judgment, decree, or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Name	Position with Microsoft	Principal Employment and Business Address
William H. Gates III	Chief Executive Officer; Director	Microsoft Corporation One Microsoft Way Redmond, WA 98052
Steven A. Ballmer	President	Microsoft Corporation One Microsoft Way Redmond, WA 98052
Robert J. Herbold	Executive Vice President, Chief Operating Officer	Microsoft Corporation One Microsoft Way Redmond, WA 98052
Paul A. Maritz	Group Vice President, Platforms and Applications	Microsoft Corporation One Microsoft Way Redmond, WA 98052
Nathan P. Myhrvold	Group Vice President; Chief Technology Officer	Microsoft Corporation One Microsoft Way Redmond, WA 98052
Jeffrey S. Raikes	Group Vice President, Sales and Support	Microsoft Corporation One Microsoft Way Redmond, WA 98052
James E. Allchin	Senior Vice President, Personal and Business Systems Division	Microsoft Corporation One Microsoft Way Redmond, WA 98052
Orlando Ayala Lozano (citizen of Columbia)	Senior Vice President, South Pacific and Americas Region	Microsoft Corporation One Microsoft Way Redmond, WA 98052
Joachim Kempin (citizen of Germany)	Senior Vice President, OEM, Internet Customer Unit, Embedded Systems	Microsoft Corporation One Microsoft Way Redmond, WA 98052
Michel Lacombe (citizen of France)	Senior Vice President, Europe, Middle East, and Africa Region; President, Microsoft Europe	Microsoft Corporation One Microsoft Way Redmond, WA 98052
Robert L. Muglia	Senior Vice President, Applications and Tools Division	Microsoft Corporation One Microsoft Way Redmond, WA 98052
Craig Mundie	Senior Vice President, Consumer Strategy	Microsoft Corporation One Microsoft Way Redmond, WA 98052

Name	Position with Microsoft	Principal Employment and Business Address
William H. Neukom	Senior Vice President, Law & Corporate Affairs; Secretary	Microsoft Corporation One Microsoft Way Redmond, WA 98052
Bernard P. Vergnes (citizen of France)	Senior Vice President, Microsoft; Chairman, Microsoft Europe	Microsoft Corporation One Microsoft Way Redmond, WA 98052
Gregory B. Maffei	Vice President; Chief Financial Officer	Microsoft Corporation One Microsoft Way Redmond, WA 98052
Paul G. Allen	Director	President, Vulcan Northwest Inc. and Vulcan Ventures Inc.; Private Investor 110 110th Ave NE Suite 530 Bellevue, WA 98004
Jill E. Barad	Director	President & CEO Mattel, Inc. 333 Continental Blvd. El Segundo, CA 90245
Richard A. Hackborn	Director	Retired Microsoft Corporation One Microsoft Way Redmond, WA 98052
David F. Marquardt	Director	General Partner, Technology Venture Investors and August Capital 2480 Sand Hill Road Suite 101 Menlo Park, CA 94025
Wm. G. Reed, Jr.	Director	Retired 1402 Third Ave. Suite 1318 Seattle, WA 98101
Jon A. Shirley	Director	Retired Microsoft Corporation One Microsoft Way Redmond, WA 98052