FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Washington, D.C. 20049

STATEMENT	OF CHANGES	IN BENEFICIAL	OWNERSH

OMB APPRO	VAL
OMB Number:	3235-0287
Estimated average burd	en
hours per response:	0.5

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* $ \underline{MARQUARDT\ DAVID\ F} $						2. Issuer Name and Ticker or Trading Symbol MICROSOFT CORP [ MSFT ]											all app	olicable)	ng Perso	Person(s) to Issuer	
ROSOF						3. Date of Earliest Transaction (Month/Day/Year) 02/18/2010														Other (specify below)	
ONE MICROSOFT WAY  (Street)  REDMOND WA 98052-6399			4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)										6. Individual or Joint/Group Filing (Check Applicable Line)     X Form filed by One Reporting Person     Form filed by More than One Reporting Person							
	(Stat																				
		Tabl	e I - Nor	า-Deriv	ative	Se	curit	ies A	cqu	iired,	Dis	posed o	f, o	r Ben	efic	ially C	wne	ed			
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 and Second Ben Owr		ities icially d Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership	
										Code	v	Amount		(A) or (D)	Pric	, l·	Transaction(s) (Instr. 3 and 4)				(Instr. 4)
Common Stock 0				02/18	3/2010					A		1,036	(1)	A		\$0	1,186,857		I	)	
Stock																		400	]		By daughter
Common Stock																400		]		By son	
Common Stock																400		]		By son	
		Та															ned				
1. Title of Derivative Security (Instr. 3)  2. Conversion or Exercise Price of Derivative Security  3. Transaction Date (Month/Day/Year		Date	Execution if any	n Date, ay/Year) Transact Code (in 8)		Instr	on of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Ex (M	xpiration	n Date	e ar) Expiration	Amour or Numbe of		ount nber	Deriva Secur (Instr.	ivative urity	derivative Securities Beneficially Owned Following Reported	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	m: ect (D) ndirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)
	CROSOFT CROSOF	(First CROSOFT CONTROL CROSOFT VOID WARDT I CONTROL CROSOFT VOID CROSO	(First) (CROSOFT CORPORATION CROSOFT WAY  ND WA (State) (CROSOFT WAY  Security (Instr. 3)  Stock  Stock  Stock  Stock  Stock  Table  Stock  Stock  Stock  Stock  Conversion or Exercise Price of Derivative (Month/Day/Year)	(First) (Middle) CROSOFT CORPORATION CROSOFT WAY  ND WA 98052-639  (State) (Zip)  Table I - Nor Security (Instr. 3)  Stock  Stock  Stock  Table II - I  (Conversion or Exercise Price of Derivative Price of D	(First) (Middle) CROSOFT CORPORATION CROSOFT WAY  ND WA 98052-6399  (State) (Zip)  Table I - Non-Derive (Month/IIII) Security (Instr. 3)  Stock Stock  Stock  Table II - Derivative (e.g., pto IIII)  2. Transaction Date (Month/IDay/Year)  A. Deemed Execution Date, if any (Month/Day/Year)	(First) (Middle) CROSOFT CORPORATION CROSOFT WAY  ND WA 98052-6399  (State) (Zip)  Table I - Non-Derivative Security (Instr. 3)  Stock  Stock  Stock  Table II - Derivative S (e.g., puts, compared of the privative Security  2. Transaction Date (Month/Day/Year)  Stock  Stock  4. Table II - Derivative S (e.g., puts, compared of Derivative Security)  All Middle)  3. Date (Month/Day/Year)  4. Transaction Date (Month/Day/Year)  Stock  All Deemed Execution Date, if any (Month/Day/Year)  Security  All Middle)  3. Date (Month/Day/Year)  4. Transaction Date (Month/Day/Year)  Stock  Stock  All Deemed Execution Date, if any (Month/Day/Year)  All Transaction Date (Month/Day/Year)  Stock  Stock	(First) (Middle)  CROSOFT CORPORATION  CROSOFT WAY  ND WA 98052-6399  (State) (Zip)  Table I - Non-Derivative Security (Instr. 3)  Stock  Stock  Stock  Table II - Derivative Security (e.g., puts, call: fany (Month/Day/Year) and fany (Month/Day/Year)  2. Table II - Derivative Security (e.g., puts, call: fany (Month/Day/Year) and	(First) (Middle) CROSOFT CORPORATION CROSOFT WAY  ND WA 98052-6399  (State) (Zip)  Table I - Non-Derivative Securite (Month/Day/Year) Security (Instr. 3)  2. Transaction Date (Month/Day/Year) Stock  Stock  Table II - Derivative Securitie (e.g., puts, calls, ware)  2. Transaction Date (Month/Day/Year)  Stock  Table II - Derivative Securitie (e.g., puts, calls, ware)  Execution Date (Instr. 3)  A. Deemed Lead (Month/Day/Year)  Stock  Table II - Derivative Securitie (e.g., puts, calls, ware)  Execution Date (Instr. 3)  A. Deemed Lead (Month/Day/Year)  Stock  Table II - Derivative Securitie (e.g., puts, calls, ware)  Execution Date (Instr. 3)  A. Deemed Lead (Month/Day/Year)  Stock  Table II - Derivative Securitie (e.g., puts, calls, ware)  Execution Date (Month/Day/Year)  Stock  A. Conversion of Date (Month/Day/Year)  Stock  Table II - Derivative Securitie (e.g., puts, calls, ware)  A. Transaction Code (Instr. 8)  Security	CROSOFT CORPORATION   CROSOFT WAY   3. Date of Earliest Trail 02/18/2010   4. If Amendment, Date   Canal Security (Instr. 3)   Canal Securit	MICROSOFT CO  (First) (Middle)  CROSOFT CORPORATION  CROSOFT WAY  A. If Amendment, Date of Co  Security (Instr. 3)  Table I - Non-Derivative Securities Acquired (Month/Day/Year)  Stock  Table II - Derivative Securities Acquired (e.g., puts, calls, warrants, of Date (Month/Day/Year)  Table II - Derivative Securities Acquired (A) or Execution Date (Month/Day/Year)  A. Deemed Execution Date, if any (Month/Day/Year)  Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  D. D	(First) (Middle) CROSOFT CORPORATION CROSOFT WAY  Table I - Non-Derivative Securities Acquired, Month/Day/Year)  Security (Instr. 3)  Table II - Derivative Securities Acquired, Date (Month/Day/Year)  Table II - Derivative Securities Acquired, Date (G.g., puts, calls, warrants, option or Exercise Price of Derivative Security  Security  A MICROSOFT CORP [  3. Date of Earliest Transaction (Mo2/18/2010)  4. If Amendment, Date of Original  2. Transaction Date (Month/Day/Year)  Code  Stock  Table II - Derivative Securities Acquired, Dice, graph of the privative Securities Acquired, Dice, graph of the privative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  Date  Date  Date	MICROSOFT CORP   MSI   CFirst   (Middle   D2/18/2010   S. Date of Earliest Transaction (Month/lo2/18/2010   A. If Amendment, Date of Original Filed	MICROSOFT CORP	MICROSOFT CORP [ MSFT ]	MICROSOFT CORP [ MSFT ]	MICROSOFT CORP [ MSFT ]   MICROSOFT CORP [ MSFT ]   MICROSOFT CORP [ MSFT ]   MICROSOFT CORPORATION	Check   X   Check   X   Check   X   X	MICROSOFT CORP   MSFT	Check all applicables   X Director   Check all applicables   X Director   Officer (give title below)	MICROSOFT CORP [ MSFT ]  (First) (Middle) (CROSOFT CORPORATION CROSOFT WAY  A. If Amendment, Date of Original Filed (Month/Day/Year) (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned (Month/Day/Year) (Month/Day/Year)  Security (Instr. 3)  2. Transaction (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)  Stock  Date (Stock  D2/18/2010  A 1,1,036 <sup>(1)</sup> A \$0 1,186,857	Check all applicable   Check all applicable

## **Explanation of Responses:**

1. Represents stock award which is fully vested on the date of grant.

## Remarks:

Keith R. Dolliver, Attorney-in-Fact for David F. Marquardt

02/22/2010

\*\* 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.