

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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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

Filed By
Romeo and Dye's
Section 16 Filer
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1. Name and Address of Reporting Person* Shirley, Jon A. (Last) (First) (Middle) One Microsoft Way (Street) Redmond, WA 98052-6399 (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol Microsoft Corporation (MSFT)			6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)			4. Statement for Month/Day/Year February 28, 2003			7. 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		
5. If Amendment, Date of Original (Month/Day/Year) March 3, 2003			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 & 5)			5. Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 & 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	02/28/03		M		80,000	A	\$2.5039	9,599,132 ⁽¹⁾	D	
Common Stock								1,308,940 ⁽¹⁾	I	Shirley Family Limited Partnership

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).

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FORM 4 (continued)

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 & 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 & 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: 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				
Stock Option (Right to Buy)	\$3.7617 ⁽²⁾							01/03/96	01/03/05	Common Stock	80,000 ⁽²⁾		80,000 ⁽²⁾		
Stock Option (Right to Buy)	\$2.5039 ⁽³⁾			M		80,000 ⁽³⁾		01/03/95	01/03/04	Common Stock	80,000 ⁽³⁾		80,000 ⁽³⁾		

Explanation of Responses:

(1) Adjusted to reflect a 2-for-1 stock split effective February 14, 2003.

(2) This option was previously reported as covering 40,000 shares at \$7.5234 per share, but is adjusted to reflect a 2-for-1 stock split effective February 14, 2003. This option was inadvertently reported as being exercised. This option was not exercised and is currently outstanding.

(3) This option was previously reported as covering 80,000 shares at \$5.0078 per share, but is adjusted to reflect a 2-for-1 stock split effective February 14, 2003.

By: /s/ **Shauna L. Vernal, Attorney-in-Fact for Jon A. Shirley**

03/04/03
Date

**Signature of Reporting Person

Note: File three copies of this Form, one of which must be manually signed.
If space is insufficient, See Instruction 6 for procedure.

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