SEC Form 4	
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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL						
OMB Number:	3235-0287					
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1		
	hours per response:	0.5
	Estimated average burden	

1. Name and Addi NOSKI CH	1 5	Person*	2. Issuer Name and Ticker or Trading Symbol <u>MICROSOFT CORP</u> [MSFT]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner			
(Last) C/O MICROS		(Middle) RATION	3. Date of Earliest Transaction (Month/Day/Year) 07/27/2004	Officer (give title Other (specify below) below)			
ONE MICROSOFT WAY (Street) REDMOND WA 98052-6399		98052-6399	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			
(City)	(State)	(Zip)					

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Table 1 - Non-Derivative Securities Acquired, Disposed of, or Benenciary Owned									
2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)					5. Amount of Securities Beneficially Owned Following	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	Transaction(s) (Instr. 3 and 4)		(1150.4)
							4,000(1)	D	
07/27/2004		Р		1,108	А	\$28.7	3,736	I	By Charles H. Noski and Lisa J. Noski Revocable Trust
							1,000	I	By Trust for benefit of minor child
							400	I	By Trust for benefit of minor child
	2. Transaction Date (Month/Day/Year)	2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year)	2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) 3. Transa Code (8) 2. Transaction Code (9) 2. Transaction Code (9)	2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) 3. Transaction Code (Instr. 8) Code V	2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) 3. Transaction Code (Instr. 8) 4. Securities Disposed Of 5) Code V Amount	2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) 3. Transaction Code (Instr. 8) 4. Securities Acquired Disposed Of (D) (Instr 5) Code V Amount (A) or (D)	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) Code V Amount (A) or (D)	2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) 3. Transaction (Date) 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) 0 0 V Amount (A) or (D) Price 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) 0 0 V Amount (A) or (D) Price 4,000 ⁽¹⁾ 07/27/2004 P 1,108 A \$28.7 3,736 07/27/2004 Image: Display of the price Image: Display of the price 1,000 07/27/2004 Image: Display of the price Image: Display of the price 1,000	2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) 3. Transaction Code (Instr. 3) 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Worde Following Reported Transaction(s) (Instr. 4) 6. Ownership Form: Direct (D) or Indirect (N) (Instr. 4) 0 0 Amount (A) or (D) Price 5. Amount of Securities Beneficially (Instr. 3 and 4) 6. Ownership Form: Direct (D) or Indirect (N) (Instr. 4) 0 0 Amount (A) or (D) Price 5. Amount of Securities Beneficially (Instr. 3 and 4) 6. Ownership Form: Direct (D) or Indirect (N) (Instr. 4) 07/27/2004 P 1 10 A \$28.7 3,736 I 07/27/2004 P 1,108 A \$28.7 3,736 I 07/27/2004 I I I I I I

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security 3. Transaction 3A. Deemed 5. Number 6. Date Exercisable and 7. Title and 8. Price of 9. Number of 11. Nature 10. Conversion Date Execution Date Transaction of Expiration Date (Month/Day/Year) Amount of Securities Derivative derivative Ownership of Indirect Beneficial (Month/Day/Year) Derivative or Exercise if any Code (Instr. Security Securities Form: (Instr. 3) Direct (D) or Indirect Underlying Derivative Price of (Month/Day/Year) 8) Securities (Instr. 5) Beneficially Ownership Derivative (Instr. 4) Acquired Owned (A) or Disposed of (D) (I) (Instr. 4) Security Security (Instr. 3 Following and 4) Reported Transaction(s) (Instr. 3, 4 (Instr. 4) and 5) Amount or Number Expiration Date Title v (A) (D) Exercisable Code Date Shares

Explanation of Responses:

1. Represents stock award which shall vest over 5 years at the rate of 20% on the first anniversary of the date of grant and then at the rate of 20% on each of the following four anniversaries thereafter, subject to continuous service on the Board of Directors.

Remarks:

Keith R. Dolliver, Attorney-in-07/28/2004

Fact for Charles H. Noski

** 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.