

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

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response. . .0.5

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 & Dye's Instant Form 4 Filer  
www.section16.net

1. Name and Address of Reporting Person* <b>Burgum, Douglas J.</b> (Last) (First) (Middle) <b>One Microsoft Way</b> (Street) <b>Redmond, WA 98052</b> (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <b>Microsoft Corporation (MSFT)</b>			6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Senior Vice President</b>		
3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)			4. Statement for Month/Day/Year <b>11/21/02</b>			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)					

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	11/21/02		S		21,475	D	\$57.71			
Common Stock	11/21/02		S		8,456	D	\$57.50			
Common Stock	11/21/02		S		38,406	D	\$57.62			
Common Stock	11/21/02		S		8,100	D	\$57.64			
Common Stock	11/21/02		S		5,864	D	\$57.67			
Common Stock	11/21/02		S		9,100	D	\$57.71			
Common Stock	11/21/02		S		14	D	\$57.70			
Common Stock	11/21/02		S		10,000	D	\$57.75			
Common Stock	11/21/02		S		29,000	D	\$57.67			
Common Stock	11/21/02		S		7,113	D	\$57.50			
Common Stock	11/21/02		S		10,000	D	\$57.59			
Common Stock	11/21/02		S		15,000	D	\$57.69			
Common Stock	11/21/02		S		10,000	D	\$57.68			
Common Stock	11/21/02		S		8,500	D	\$57.70			
Common Stock	11/21/02		S		10,000	D	\$57.64			
Common Stock	11/21/02		S		4,431	D	\$57.50	1,240,926	D	
Common Stock								26,823 <sup>(1)</sup>	I	Joseph Ernest Burgum Trust
Common Stock								26,824 <sup>(2)</sup>	I	Jessamine Ada Burgum Trust
Common Stock								26,824 <sup>(3)</sup>	I	Thomas Alton Burgum Trust
Common Stock								29,816 <sup>(4)</sup>	I	By spouse
Common Stock								18,107 <sup>(5)</sup>	I	By son
Common Stock								2,659	I	401(k) account

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).

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 control number

**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)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

**Explanation of Responses:**

- (1) Represents shares held by member of reporting person's household. The reporting person disclaims beneficial ownership of these shares.
- (2) Represents shares held by member of reporting person's household. The reporting person disclaims beneficial ownership of these shares.
- (3) Represents shares held by member of reporting person's household. The reporting person disclaims beneficial ownership of these shares.
- (4) Represents shares held by member of reporting person's household. The reporting person disclaims beneficial ownership of these shares.
- (5) Represents shares held by member of reporting person's household. The reporting person disclaims beneficial ownership of these shares.

By: /s/ **Shauna L. Vernal** **11/22/02**  
**Shauna L. Vernal, Attorney-in-Fact for Douglas J. Burgum** Date  
 \*\*Signature of Reporting Person

\*\*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.