SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

1. Name and Address of Reporting Person * GATES WILLIAM H III (Last) (First) (Middle) ONE MICROSOFT WAY (Street) REDMOND WA 98052 (City) (State) (Zip)	**2. Issuer Name and Ticker or Trading Symbol** MICROSOFT CORP [MSFT] **3. Date of Earliest Transaction (Month/Day/Year)** 04/30/2004 **4. If Amendment, Date of Original Filed (Month/Day/Year)**

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

X Director X 10% Owner
X Officer (give title below) Other (specify below)
Chairman of the Board

6. Individual or Joint/Group Filing (Check Applicable Line)

X Form filed by One Reporting Person
Form filed by More than One Reporting Person

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 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 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	04/30/2004		S		76,301	D	$26.66	1,135,423,035	D	
Common Stock	04/30/2004		S		84,231	D	$26.65	1,135,338,804	D	
Common Stock	04/30/2004		S		50,000	D	$26.64	1,135,288,804	D	
Common Stock	04/30/2004		S		10,900	D	$26.635	1,135,277,904	D	
Common Stock	04/30/2004		S		50,000	D	$26.63	1,135,227,904	D	
Common Stock	04/30/2004		S		1,800	D	$26.62	1,135,226,104	D	
Common Stock	04/30/2004		S		200	D	$26.61	1,135,225,904	D	
Common Stock	04/30/2004		S		3,368	D	$26.6	1,135,222,536	D	
Common Stock	04/30/2004		S		50,000	D	$26.59	1,135,172,536	D	
Common Stock	04/30/2004		S		50,000	D	$26.57	1,135,122,536	D	
Common Stock	04/30/2004		S		48,200	D	$26.55	1,135,074,336	D	
Common Stock	04/30/2004		S		25,000	D	$26.54	1,135,049,336	D	
Common Stock	04/30/2004		S		25,100	D	$26.53	1,135,024,236	D	
Common Stock	04/30/2004		S		74,900	D	$26.52	1,134,949,336	D	
Common Stock	04/30/2004		S		65,400	D	$26.51	1,134,883,936	D	
Common Stock	04/30/2004		S		49,600	D	$26.5	1,134,834,336	D	
Common Stock	04/30/2004		S		50,000	D	$26.49	1,134,784,336	D	
Common Stock	04/30/2004		S		85,000	D	$26.48	1,134,699,336	D	
Common Stock	04/30/2004		S		16,257	D	$26.47	1,134,683,079	D	
Common Stock	04/30/2004		S		33,743	D	$26.46	1,134,649,336	D	
Common Stock	04/30/2004		S		125,000	D	$26.45	1,134,524,336	D	
Common Stock	04/30/2004		S		53,600	D	$26.44	1,134,470,736	D	
Common Stock	04/30/2004		S		14,300	D	$26.431	1,134,456,436	D	
Common Stock	04/30/2004		S		36,950	D	$26.43	1,134,419,486	D	
Common Stock	04/30/2004		S		49,700	D	$26.42	1,134,369,786	D	
Common Stock	04/30/2004		S		9,050	D	$26.414	1,134,360,736	D	
Common Stock	04/30/2004		S		500	D	$26.412	1,134,360,236	D	
Common Stock	04/30/2004		S		10,900	D	$26.41	1,134,349,336	D	
Common Stock	04/30/2004		S		50,000	D	$26.4	1,134,299,336	D	
Common Stock	04/30/2004		S		50,000	D	$26.39	1,134,249,336[1]	D	

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 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: 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				

Explanation of Responses:

1. In addition, there are 428,520 shares owned by reporting person's spouse. The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purpose of Section 16 or for any other purposes.

Remarks:

Michael Larson, on behalf of William H. Gates III. Authorized under power of attorney dated 3/14/2001 by William H. Gates III, filed on 3/19/2001 with Cascade Investment's Schedule 13D, SEC File No. 005-52919.   05/04/2004

** 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.