FORM 4

obligations may continue. See Instruction 1(b).

Check this box if no longer subject to Section 16. Form 4 or Form 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT	OF CHANGES	IN BENEFICIAL	OWNERSHIP

OMB APPR	JAVC						
OMB Number:	3235-0287						
Estimated average burden							
hours per response:	0.5						

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						2. Issuer Name and Ticker or Trading Symbol MICROSOFT CORP [MSFT]								all app Direc	olicable) ctor	10% (Owner
(Last) (First) (Middle) ONE MICROSOFT WAY						3. Date of Earliest Transaction (Month/Day/Year) 05/05/2010											(specify)
Street) REDMOND WA 98052 (City) (State) (Zip)				_ 4. It	4. If Amendment, Date of Original Filed (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/Yea				/ear) i	Execution Date,		e, Τι C	Transaction Code (Instr.		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and			5) Secur Benef Owne		ties cially I Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
							С	ode	v	Amount	(A) or (D)	Price		Transa	ection(s)		,
Common Stock 05/05/2010)		5	S ⁽¹⁾		1,000,000	D	\$29.89	21 ⁽²⁾	651,	971,294 ⁽³⁾	D	
	Та	ble												wned			
Derivative Conversion Date Execut Security or Exercise (Month/Day/Year) if any			cution Date,	Code 8)	ransaction of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		ative rities ired osed . 3, 4	Expiration Date (Month/Day/Year) Under Deriv Secu and 4			Amour Securi Underl Deriva Securi and 4)	Amount of Number of	Deri Sec (Inst	vative urity	tive derivative securities Beneficially Owned Following Reported	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
	ND WA (St. Stock 2. Conversion or Exercise Price of Derivative	CROSOFT WAY ND WA 9 (State) (Table Conversion or Exercise Price of Derivative Date (Month/Day/Year)	CROSOFT WAY ND WA 98053 (State) (Zip) Table I - Gecurity (Instr. 3) Stock Table 2. Conversion or Exercise Price of Date (Month/Day/Year) Price of Derivative (Month/Day/Year) Stock A. Transaction Date (Month/Day/Year) (Month/Day/Year) Stock A. Transaction (Month/Day/Year)	CROSOFT WAY ND WA 98052 (State) (Zip) Table I - Non-Derive (Month/Day/V) Stock Table II - Derivate (e.g., p Conversion or Exercise Price of Derivative (Month/Day/Year) 2. 3. Transaction Date (Month/Day/Year)	(First) (Middle) CROSOFT WAY ND WA 98052 (State) (Zip) Table I - Non-Derivative (Month/Day/Year) Stock Table II - Derivative S (e.g., puts, of Derivative Security 2. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 2. Conversion On Date (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)	(First) (Middle) 05/05/20 CROSOFT WAY A. If Amend Am	(First) (Middle) (D5/05/2010 CROSOFT WAY A If Amendment, (State) (Zip) Table I - Non-Derivative Securities Eccurity (Instr. 3) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (e.g., puts, calls, warransecurity of Derivative Security (Month/Day/Year) 2. Table II - Derivative Securities (e.g., puts, calls, warransecurity (month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Deemed Execution Date, if any (Month/Day/Year) 4. Transaction Code (Instr. Security (A) or Disposition of (D) (Instr. and 5	(First) (Middle) CROSOFT WAY A. If Amendment, Date Table I - Non-Derivative Securities Action Date (Month/Day/Year) Stock Table II - Derivative Securities Acque (e.g., puts, calls, warrants, fi any (Month/Day/Year) 2. 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Transaction Date (Instr. 3, 4 and 5) 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	(First) (Middle) CROSOFT WAY A	CROSOFT WAY A 98052 Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Execution Date (Month/Day/Year) (Month/	CROSOFT WAY Size of Earliest Transaction (Month/Day/Year) Size of Earliest Transaction (Month/Day/Year)

Explanation of Responses:

- 1. The sales reported in this filing were made pursuant to the reporting person's 10b5-1 sales plan.
- 2. This transaction was executed in multiple trades at prices ranging from \$29.77 to \$30.035. The price reported above reflects the weighted-average price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.
- 3. In addition, there are 424,816 shares owned by the 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 purposes of Section 16 or for any other purposes.

Remarks:

/s/ Alan Heuberger, Attorneyin-fact for William H. Gates III

05/07/2010

** 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.