

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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	
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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]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chairman of the Board
	3. Date of Earliest Transaction (Month/Day/Year) 02/11/2005	
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/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	02/11/2005		S		65,814	D	\$26.11	1,061,433,522	D	
Common Stock	02/11/2005		S		141,125	D	\$26.1	1,061,292,397	D	
Common Stock	02/11/2005		S		276,400	D	\$26.09	1,061,015,997	D	
Common Stock	02/11/2005		S		203,990	D	\$26.08	1,060,812,007	D	
Common Stock	02/11/2005		S		222,600	D	\$26.07	1,060,589,407	D	
Common Stock	02/11/2005		S		60,986	D	\$26.06	1,060,528,421	D	
Common Stock	02/11/2005		S		50,000	D	\$26.05	1,060,478,421	D	
Common Stock	02/11/2005		S		158,080	D	\$26.04	1,060,320,341	D	
Common Stock	02/11/2005		S		71,005	D	\$26.03	1,060,249,336	D	
Common Stock	02/11/2005		S		50,000	D	\$26.02	1,060,199,336	D	
Common Stock	02/11/2005		S		8,000	D	\$26.01	1,060,191,336	D	
Common Stock	02/11/2005		S		680,488	D	\$26	1,059,510,848	D	
Common Stock	02/11/2005		S		127,430	D	\$25.99	1,059,383,418	D	
Common Stock	02/11/2005		S		226,170	D	\$25.98	1,059,157,248	D	
Common Stock	02/11/2005		S		503,212	D	\$25.97	1,058,654,036	D	
Common Stock	02/11/2005		S		226,258	D	\$25.96	1,058,427,778	D	
Common Stock	02/11/2005		S		158,442	D	\$25.95	1,058,269,336	D	
Common Stock	02/11/2005		S		70,000	D	\$25.93	1,058,199,336	D	
Common Stock	02/11/2005		S		50,000	D	\$25.92	1,058,149,336	D	
Common Stock	02/11/2005		S		132,040	D	\$25.91	1,058,017,296	D	
Common Stock	02/11/2005		S		186,073	D	\$25.9	1,057,831,223	D	
Common Stock	02/11/2005		S		31,887	D	\$25.89	1,057,799,336	D	
Common Stock	02/11/2005		S		49,910	D	\$25.88	1,057,749,426	D	
Common Stock	02/11/2005		S		100,000	D	\$25.87	1,057,649,426	D	
Common Stock	02/11/2005		S		150,090	D	\$25.86	1,057,499,336 ⁽¹⁾	D	

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

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Deemed Execution Date, if any (Month/Day/Year)	5. Transaction Code (Instr. 8)	6. Number of Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	7. Date Exercisable and Expiration Date (Month/Day/Year)	8. Title and Amount of Underlying Security (Instr. 3 and 4)	9. Price of Derivative Security (Instr. 5)	10. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	11. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	12. Nature of Indirect Beneficial Ownership (Instr. 4)
<p>1. In addition, the reporting person owns 428,520 shares owned by reporting person's spouse. The reporting person disclaims beneficial ownership of these shares, and this report shall be deemed a confirmation that the reporting person is the beneficial owner of the securities for purpose of Section 16 or for other purposes.</p>											
<p>Remarks:</p>											
<p>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.</p>											

** 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.

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