

FORM 4

o Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

See Instruction 1(b).

(Print or Type Responses)

**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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB Number: 3235-0287
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<p>1. Name and Address of Reporting Person *</p> <p style="text-align: center;">Gates III William H. (Last) (First) (Middle)</p> <p style="text-align: center;">One Microsoft Way (Street)</p> <p style="text-align: center;">Redmond WA 98052-6399 (City) (State) (Zip)</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p style="text-align: center;">MICROSOFT CORPORATION (MSFT)</p>	<p>4. Statement for Month/Day/Year</p> <p style="text-align: center;">3/5/2003</p>	<p>6. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Other (specify below)</p> <p style="text-align: center;"><u>Chairman of the Board, Chief Software Architect</u></p>	<p>3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)</p>	<p>5. If Amendment, Date of Original (Month/Day/Year)</p>	<p>7. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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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	3/5/03		S		144,600	D	23.19			
Common Stock	3/5/03		S		30,400	D	23.20			
Common Stock	3/5/03		S		85,700	D	23.21			
Common Stock	3/5/03		S		40,800	D	23.22			
Common Stock	3/5/03		S		19,900	D	23.23			
Common Stock	3/5/03		S		70,400	D	23.24			
Common Stock	3/5/03		S		47,600	D	23.25			
Common Stock	3/5/03		S		116,800	D	23.26			
Common Stock	3/5/03		S		55,900	D	23.27			
Common Stock	3/5/03		S		55,100	D	23.28			
Common Stock	3/5/03		S		115,000	D	23.29			
Common Stock	3/5/03		S		181,100	D	23.30			
Common Stock	3/5/03		S		41,300	D	23.31			
Common Stock	3/5/03		S		173,200	D	23.32			
Common Stock	3/5/03		S		54,700	D	23.33			
Common Stock	3/5/03		S		17,500	D	23.34			
Common Stock	3/5/03		S		4,500	D	23.36			
Common Stock	3/5/03		S		1,400	D	23.37			
Common Stock	3/5/03		S		140,800	D	23.38			
Common Stock	3/5/03		S		44,300	D	23.39			
Common Stock	3/5/03		S		80,200	D	23.40			
Common Stock	3/5/03		S		25,100	D	23.41			
Common Stock	3/5/03		S		129,200	D	23.42			
Common Stock	3/5/03		S		27,700	D	23.43			
Common Stock	3/5/03		S		76,400	D	23.44			
Common Stock	3/5/03		S		33,800	D	23.45			
Common Stock	3/5/03		S		108,500	D	23.46			
Common Stock	3/5/03		S		36,000	D	23.47			
Common Stock	3/5/03		S		25,000	D	23.49			
Common Stock	3/5/03		S		17,100	D	23.50	1,203,499,336	D	
								428,520*	I	Held by spouse

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 Underlying Securities (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 of Derivative Securities: 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				

