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

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| Gates III William H. Or Or Middle One Microsoft Way Street Or Or Or Or Or Or Or O | MICROSOFT CORPORATION (MSFT) I.R.S. Identification Number of Reporting | 4. Statement for Month/Day/Year 3/5/2003 5. If Amendment, Date of Original (Month/Day/Year) | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) X. Director X. Officer (give title below) X. 10% Owner Other (specify below) Chairman of the Board, Chief Software Architect 7. Individual or Joint/Group Filing (Check Applicable Line) X. Form filed by One Reporting Person Form filed by More than One Reporting Person |
|---|---|--|---|
|---|---|--|---|

${\bf Table\ I-Non-Derivative\ Securities\ Acquired,\ Disposed\ of,\ or\ Beneficially\ Owned}$

| 1. Title of Security | 2. Transaction Date (Month/Day/ | 2A. Deemed Execution Date, if any (Month/Day/ | 3. Transaction (Instr. 8) | Code | 4. Securities Acq (Instr. 3, 4 and 5) | uired (A) or Disp | osed of (D) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) | Form: Direct (D) or | 7. Nature of Indirect Beneficial Ownership |
|----------------------|------------------------------------|---|------------------------------|------|--|-------------------|-------------|---|---------------------|---|
| (Instr. 3) | Year) | Year) | Code | V | Amount | (A) or (D) | Price | (Instr. 3 and 4) | (Instr. 4) | (Instr. 4) |
| 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)

| | | | | | 4. | | 5. Number Derivative | Securities | | | Amou | | | | | |
|---|-------------|-------------------|-------|-------------------------|------------------------------|--------------------|-------------------------|------------|-------------|-----------------------------|--------|-----------|------------|--|------------|---------------------------|
| | | | | | Transac Code (Instr. 8 | de Disposed of (D) | | | | Securities (Instr. 3 and 4) | | | | 10. Ownership | 11. 37. | |
| | 1. Title of | 2. Conversion or | 1 | 3A. Deemed Execution | | Ħ | | | | | \Box | Amount | | 9. Number of Derivative Securities Beneficially | | 11. Nature of Indirect |
| | | Exercise Price of | | Date, if any | | | | | | | | | | | | Beneficial |
| | | Derivative | | (Month/Day/ | | | | | Date | Expiration | | Number | | | I() () | |
| - | (Instr. 3) | Security | Year) | Year) | Code | IV. | (A) | (D) | Exercisable | l Date l | Title | of Shares | (Instr. 5) | l(Instr. 4) | (Instr. 4) | (Instr. 4) |

Explanation of Responses:

*The reporting officer 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 purpose.

/s/ Michael Larson 3/5/03

** Signature of Reporting Person

Date

Attorney-in-fact.
Duly authorized under Special Power of Attorney appointing Micheal Larson attorney-in-fact, dated March 14, 2001, by and on behalf of William H. Gates III, filed as Exibit B to Cascade Investment's Amendment No. 1 to Schedule 13D with respect to Pan American Silver Corp. on March 19, 2001, SEC File No. 005-52919, and incorporated by reference herein.

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).

 $Note: \ \ \, \text{File three copies of this Form, one of which must be manually signed. If space is insufficient, } \textit{see} \, \text{Instruction 6 for procedure.} \\$

http://www.sec.gov/divisions/corpfin/forms/form4.htm Last update: 09/05/2002