
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

FORM 8-K

CURRENT REPORT

**PURSUANT TO SECTION 13 OR 15(D) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported) May 3, 2012

Microsoft Corporation

(Exact Name of Registrant as Specified in Its Charter)

Washington

(State or Other Jurisdiction of Incorporation)

0-14278
**(Commission
File Number)**

91-1144442
**(IRS Employer
Identification No.)**

**One Microsoft Way, Redmond,
Washington**
(Address of Principal Executive Offices)

98052-6399
(Zip Code)

(425) 882-8080

(Registrant's Telephone Number, Including Area Code)

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.

(d) On May 3, 2012, Microsoft Corporation (“Microsoft”) issued a press release to announce that the Microsoft Board of Directors has appointed Stephen J. Luczo, age 55, to the Microsoft Board of Directors, effective immediately. Mr. Luczo is chairman, president and CEO of Seagate Technology PLC.

Mr. Luczo will receive the same compensation as other non-employee Microsoft directors as described in the Microsoft 2011 Proxy Statement, consisting of:

- A total annual retainer of \$250,000 per year, plus applicable retainer for committee service, with approximately \$150,000 of the retainer provided in the form of a stock award. A prorated portion of the retainer is paid quarterly in arrears.
- Reimbursement of reasonable expenses incurred in connection with board-related activities

Mr. Luczo and Microsoft have entered into the standard Microsoft director indemnification agreement, whereby Microsoft agrees to indemnify, defend and hold its directors harmless from and against losses and expenses incurred as a result of their board service, subject to the terms and conditions provided in the agreement. Mr. Luczo will serve on the Audit Committee of the Board.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

99.1 Press Release of Microsoft Corporation dated May 3, 2012

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MICROSOFT CORPORATION

(Registrant)

Date: May 3, 2012

/s/ JOHN A. SEETHOFF

John A. Seethoff
Assistant Secretary

INDEX TO EXHIBITS

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
99.1	Press release dated May 3, 2012

Microsoft Adds New Board Member

Stephen J. Luczo, Chairman, President and CEO of Seagate Technology to join board

REDMOND, Wash. — May 3, 2012 — Microsoft Corp. today announced that Stephen J. Luczo, chairman, president and CEO of Seagate Technology PLC, has been appointed to the company's board of directors, bringing the board's size to 11 members.

"Steve has deep technology and financial expertise, and we are delighted that he is joining Microsoft's board of directors," said Bill Gates, Microsoft chairman.

Luczo, 55, has been a director of Seagate since 2000, and has served as President and CEO of Seagate since January 2009.

He joined Seagate in 1993 as senior vice president of corporate development. In 1997, he was promoted to president and chief operating officer at Seagate Technology, Inc., and was promoted to CEO in 1998. He was appointed chairman of the board in 2002. He resigned his position as CEO in 2004, but retained his position as chairman of the board. From 2006 to 2009, he was a private investor. He rejoined Seagate as President and CEO in January 2009.

Prior to joining Seagate, Luczo was senior managing director of the global technology group of Bear, Stearns & Co., Inc., an investment banking firm.

"As the leader of a global company with more than 50,000 employees, with deep insights into storage, hardware, data management, and finance, Steve will bring a wealth of experience to our board," said Steve Ballmer, Microsoft chief executive officer.

“I’m looking forward to joining the Microsoft board at such an important time for the company and for our entire industry,” said Luczo. “Unprecedented transformations in consumer and commercial architectures and applications are occurring based on cloud computing and mobility, and Microsoft is at the center of much of the core technology driving these trends.”

Luczo is active in philanthropic work, and is passionate about sports and the creative arts. He is a member of the World Wildlife Fund Board of Directors and the All-Stars Helping Kids Advisory Board.

Luczo received an MBA from Stanford University Graduate School of Business, and a BA in Economics and Psychology from Stanford.

In addition to Luczo, Microsoft’s board of directors consists of Bill Gates, Microsoft chairman; Steve Ballmer, Microsoft CEO; Dina Dublon, former chief financial officer of JPMorgan Chase; Raymond V. Gilmartin, former chairman, president and CEO of Merck & Co. Inc.; Reed Hastings, founder, chairman and CEO of Netflix Inc.; Dr. Maria M. Klawe, president, Harvey Mudd College; David F. Marquardt, general partner at August Capital; Charles H. Noski, vice chairman of Bank of America Corp.; Dr. Helmut G. W. Panke, former chairman of the board of management at BMW AG; and John W. Thompson, CEO of Virtual Instruments.

The board’s Governance and Nominating committee recruits on an ongoing basis to identify strong candidates who can contribute significant expertise.

Microsoft also announced the following changes to board committees: John Thompson has joined the Compensation committee, replacing Reed Hastings. Stephen Luczo has joined the Audit committee.

Founded in 1975, Microsoft (Nasdaq “MSFT”) is the worldwide leader in software, services and solutions that help people and businesses realize their full potential.

For more information, press only:

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