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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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									
OMB Number:	3235-0287								
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1. Nume and Address of Reporting reison			2. Issuer Name and Ticker or Trading Symbol <u>MICROSOFT CORP</u> [MSFT]		tionship of Reporting Perso all applicable) Director	n(s) to Issuer 10% Owner
(Last) (First) (Middle) ONE MICROSOFT WAY		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/12/2005	Х	Officer (give title below) Chairman of the F	Other (specify below) Board
(Street) REDMOND (City)	WA (State)	98052 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	idual or Joint/Group Filing (Form filed by One Report Form filed by More than C Person	ing Person

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)	Code (Instr.		4. Securities Disposed Of	Acquired (D) (Instr.	(A) or 3, 4 and 5)	Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock	05/12/2005		S		11,600	D	\$25.08	1,044,487,736	D	
Common Stock	05/12/2005		S		81,598	D	\$25.06	1,044,406,138	D	
Common Stock	05/12/2005		S		152,571	D	\$25.05	1,044,253,567	D	
Common Stock	05/12/2005		S		357,341	D	\$25.04	1,043,896,226	D	
Common Stock	05/12/2005		S		206,490	D	\$25.03	1,043,689,736	D	
Common Stock	05/12/2005		S		441,190	D	\$25.02	1,043,248,546	D	
Common Stock	05/12/2005		S		317,757	D	\$25.01	1,042,930,789	D	
Common Stock	05/12/2005		S		126,132	D	\$25	1,042,804,657	D	
Common Stock	05/12/2005		S		137,925	D	\$24.99	1,042,666,732	D	
Common Stock	05/12/2005		S		334,146	D	\$24.98	1,042,332,586	D	
Common Stock	05/12/2005		S		103,600	D	\$24.97	1,042,228,986	D	
Common Stock	05/12/2005		S		49,738	D	\$24.96	1,042,179,248	D	
Common Stock	05/12/2005		S		52,650	D	\$24.95	1,042,126,598	D	
Common Stock	05/12/2005		S		45,934	D	\$24.94	1,042,080,664	D	
Common Stock	05/12/2005		S		182,046	D	\$24.93	1,041,898,618	D	
Common Stock	05/12/2005		S		67,302	D	\$24.92	1,041,831,316	D	ĺ
Common Stock	05/12/2005		S		31,980	D	\$24.91	1,041,799,336	D	
Common Stock	05/12/2005		S		155,306	D	\$24.9	1,041,644,030	D	
Common Stock	05/12/2005		S		50,000	D	\$24.88	1,041,594,030	D	
Common Stock	05/12/2005		S		5,800	D	\$24.87	1,041,588,230	D	
Common Stock	05/12/2005		S		38,894	D	\$24.86	1,041,549,336	D	
Common Stock	05/12/2005		S		6,784	D	\$24.85	1,041,542,552	D	
Common Stock	05/12/2005		S		43,216	D	\$24.84	1,041,499,336(1)	D	

 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 Securities Underlying Derivative Security (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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)

		Ta	able II - Deriva (e.g., p					options,	convertib	le sec	lor i	y Owned			
1. Title of Derivative	2. Conversion	3. Transaction	3A. Deemed Execution Date,	C ode Transa		€A)Nu of	m(160e)r	Date ExDetisEbter Expiration D			aSolidiares tof	8. Price of Derivative	9. Number of derivative	10. Ownership	11. Nature of Indirect
Eseptantation (Instr.3) 1. In addition,	of Elespises Price of Dere are 428,	e\$vionth/Day/Year) 520 shares owned by	if any (Month/Day/Year) reporting person's sp	Code (8)	(Instr. he repoi	Secu	vative rities rson di	(Month/Day/	(ear)	Securi	ties	Security (Instr. 5) nd this report	Securities Beneficially Shall not be deem Owned	Form: Direct (D) or Indirect	Beneficial Ownership (Instr. 4)
reporting pers	Security penet	icial owner of the se	curities for purpose o		1 16 or 1	O(A) O Disp of (D	otner p osed	urposes.			ty (Instr. 3		Following Reported Transaction(s)	(I) (Instr. 4)	
			ey appointing Micha respect to Canadian												Investment,
												<u>III By: /s/</u> Attorney-I	n- 05/16/200)5	
Reminder: R	eport on a se	parate line for eac	h class of securities	benefic	cially ov	vned o	lirectly	o Diate lirectly.	Fa	i <u>ct</u> Signatur	Amount	ing Person			
* If the form	is filed by mo	e than one reporti	ng person, see Inst	uction .	(b)(v)	(A)	(D) ´	Exercisable	Date	Title	Shares				

** 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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