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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

<p>1. Name and Address of Reporting Person*</p> <p><u>BURGUM DOUGLAS J</u></p> <hr/> <p>(Last) (First) (Middle)</p> <hr/> <p>(Street)</p> <hr/> <p>(City) (State) (Zip)</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p><u>MICROSOFT CORP [MSFT]</u></p> <hr/> <p>3. Date of Earliest Transaction (Month/Day/Year)</p> <p><u>05/15/2003</u></p> <hr/> <p>4. If Amendment, Date of Original Filed (Month/Day/Year)</p> <p><u>05/19/2003</u></p>	<p>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p>Director 10% Owner</p> <p><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)</p> <p style="text-align: center;"><u>Senior Vice President</u></p> <hr/> <p>6. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p>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	05/15/2003		S		400	D	25.82	1,982,112	D	
Common Stock	05/15/2003		S		300	D	25.835	1,981,812	D	
Common Stock	05/15/2003		S		29,190	D	25.836	1,952,622	D	
Common Stock	05/15/2003		S		37	D	25.84	1,952,585	D	
Common Stock	05/15/2003		S		19,900	D	25.847	1,932,685	D	
Common Stock	05/15/2003		S		1,500	D	25.855	1,931,185	D	
Common Stock	05/15/2003		S		400	D	25.865	1,930,785	D	
Common Stock	05/15/2003		S		1,373	D	25.873	1,929,412	D	
Common Stock	05/15/2003		S		21,800	D	25.875	1,907,612	D	
Common Stock	05/15/2003		S		1,090	D	25.88	1,906,522	D	
Common Stock	05/15/2003		S		12,600	D	25.89	1,893,922	D	
Common Stock	05/15/2003		S		300	D	25.894	1,893,622	D	
Common Stock	05/15/2003		S		1,600	D	25.895	1,892,022	D	
Common Stock	05/15/2003		S		23,626	D	25.896	1,868,396	D	
Common Stock	05/15/2003		S		59,800	D	25.9	1,808,596	D	
Common Stock	05/15/2003		S		13,300	D	25.903	1,795,296	D	
Common Stock	05/15/2003		S		100	D	25.904	1,795,196	D	
Common Stock	05/15/2003		S		2,600	D	25.905	1,792,596	D	
Common Stock	05/15/2003		S		10,300	D	25.91	1,782,296	D	
Common Stock	05/15/2003		S		3,946	D	25.912	1,778,350	D	
Common Stock	05/15/2003		S		700	D	25.92	1,777,650	D	
Common Stock	05/15/2003		S		200	D	25.923	1,777,450	D	
Common Stock	05/15/2003		S		27,093	D	25.931	1,750,357	D	
Common Stock	05/15/2003		S		987	D	25.95	1,749,370	D	
Common Stock	05/15/2003		S		600	D	25.955	1,748,770	D	
Common Stock	05/15/2003		S		21,200	D	25.96	1,727,570 ⁽⁴⁾	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)	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)	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)										
Explanation of Responses:																						
1. This amendment is the first of two forms to correct an aggregate of 2,113 shares that were previously reported as sold on May 15, 2003.																						
<div style="text-align: right;"> <u>Shauna L. Vernal, Attorney-in-Fact for Douglas J. Burgum</u> Date: <u>06/05/2003</u> </div>																						
Reminder: Report on a separate line for each class of securities beneficially owned and directly or indirectly exercisable. <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th>Date Exercisable</th> <th>Expiration Date</th> <th>** Signature of Reporting Person</th> <th>Title</th> <th>Number of Shares</th> </tr> </thead> <tbody> <tr> <td> </td> <td> </td> <td> </td> <td> </td> <td> </td> </tr> </tbody> </table>													Date Exercisable	Expiration Date	** Signature of Reporting Person	Title	Number of Shares					
Date Exercisable	Expiration Date	** Signature of Reporting Person	Title	Number of Shares																		

* 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.