
**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) March 17, 2014

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 Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(b) Stephen J. Luczo, a member of the Microsoft Board of Directors, resigned from the Board effective March 17, 2014. The Company's press release announcing Mr. Luczo's plans is attached as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

99.1 Press Release of Microsoft Corporation dated March 20, 2014

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: March 20, 2014

/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 March 20, 2014

Microsoft announces Stephen J. Luczo leaving board of directors

Luczo was a member of the Compensation Committee and the CEO search committee that selected new CEO Satya Nadella.

REDMOND, Wash. — March 20, 2014 — Microsoft Corp. announced Thursday that Stephen J. Luczo, chairman and CEO of Seagate Technology PLC, has stepped down from the company's board of directors.

"It has been a pleasure serving on the Microsoft board, and helping to guide the company through such a historic period of change and reinvention," Luczo said. "With the CEO search completed and Satya off to a strong start, this felt like an appropriate time to make this change so I can turn my full attention to leading Seagate. Seagate and Microsoft have a long history of working together, and I look forward to continued collaboration and partnership under Satya's leadership."

"Steve has been an excellent board member, and I particularly appreciate all of his hard work as a member of the CEO search committee," said John W. Thompson, chairman of the Microsoft board. "Steve also played an important role in helping to craft a compensation plan that tightly links CEO pay to shareholder returns, as chair of the compensation committee."

"Steve brought thoughtful industry insights and perspective to the board," said Bill Gates, founder and technology advisor of Microsoft. "I want to thank him for his contributions to the board and to Microsoft during his tenure. I appreciate his service."

Luczo joined Microsoft's board in May 2012. He served as a member of the CEO search committee established in August 2013 to identify the successor to former CEO Steve Ballmer. Luczo also served on the compensation and audit committees of the board.

Microsoft's board of directors now consists of 10 members: Steven A. Ballmer, former Microsoft chief executive officer; Dina Dublon, former chief financial officer of JPMorgan Chase;

William H. Gates, Microsoft founder and technology advisor; Maria M. Klawe, president of Harvey Mudd College; David F. Marquardt, general partner at August Capital; G. Mason Morfit, president of ValueAct Capital; Satya Nadella, Microsoft chief executive officer; Charles H. Noski, former vice chairman of Bank of America Corp.; Dr. Helmut Panke, former chairman of the board of management at BMW (Bayerische Motoren Werke) AG; and John W. Thompson, chief executive officer of Virtual Instruments. Seven of the 10 board members are independent of Microsoft, which is consistent with the requirement in the company's governance guidelines that a substantial majority be independent.

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

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