
**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) September 18, 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 Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Director Retirement

Raymond V. Gilmartin, who has served as a member of the Microsoft Board of Directors since 2001, has informed the Company that he has decided to retire from the Board. Mr. Gilmartin will not stand for re-election at the 2012 annual meeting of shareholders; therefore, his retirement will be effective on that date. The Company issued a press release announcing Mr. Gilmartin's plans on September 18, 2012.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

99.1 Press Release of Microsoft Corporation dated September 18, 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: September 18, 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 September 18, 2012

**Microsoft Announces Increase in Quarterly Dividend;
Gilmartin to Retire From Microsoft Board of Directors**
Dividend of \$0.23 per share payable in December

REDMOND, Wash. — Sept. 18, 2012 — Microsoft Corp. today announced that its board of directors declared a quarterly dividend of \$0.23 per share, reflecting a 3 cent or 15 percent increase over the previous quarter's dividend. The dividend is payable December 13, 2012 to shareholders of record on November 15, 2012. The ex-dividend date will be November 13, 2012.

The company also announced that Raymond V. Gilmartin, former chairman, president and chief executive officer of Merck & Co., Inc., has decided that after 11 years of service, he will retire from and not seek re-election to Microsoft's board of directors at the company's 2012 annual meeting of shareholders.

Gilmartin, 71, who joined the Microsoft board in 2001, is reducing his professional commitments to free up more personal time. "It's been a real pleasure to work with Microsoft during a transformative period for the company, and see first-hand the vision and dedication that are reshaping Microsoft's future and the future of the industry," Gilmartin said.

"Ray has been a strong and insightful member of the board. We appreciate his many contributions over the past eleven years," said Steve Ballmer, Microsoft's chief executive officer.

With Gilmartin's departure, the Microsoft board will have ten members: Bill Gates, Microsoft chairman; Steve Ballmer; Dina Dublon, former chief financial officer of JPMorgan Chase; Reed Hastings, founder, chairman and CEO of Netflix Inc.; Maria M. Klawe, president, Harvey Mudd College; Stephen J. Luczo, chairman, president and CEO of Seagate Technology PLC; David F. Marquardt, general partner at August Capital; Charles H. Noski, former 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.

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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