SEC Form 4

FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

1. Name and Address of Reporting Person[*]	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
GATES WILLIAM H III	MICROSOFT CORP [MSFT]	X Director — 10% Owner
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/14/2008	— Officer (give title below) — Other (specify below)
ONE MICROSOFT WAY (Street)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
REDMOND WA 98052 (City) (State) (Zip)		X Form filed by One Reporting Person — Form filed by More than One Reporting 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)	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	05/14/2008		S		22,348	D	$30.0545	813,996,893	D	
Common Stock	05/14/2008		S		50,000	D	$30.05	813,946,893	D	
Common Stock	05/14/2008		S		21,126	D	$30.0496	813,925,767	D	
Common Stock	05/14/2008		S		20,212	D	$30.0487	813,905,555	D	
Common Stock	05/14/2008		S		20,045	D	$30.0469	813,885,510	D	
Common Stock	05/14/2008		S		35,704	D	$30.0439	813,849,806	D	
Common Stock	05/14/2008		S		20,551	D	$30.0405	813,829,255	D	
Common Stock	05/14/2008		S		20,736	D	$30.04	813,808,519	D	
Common Stock	05/14/2008		S		3,600	D	$30.03	813,804,919	D	
Common Stock	05/14/2008		S		500	D	$30.024	813,804,419	D	
Common Stock	05/14/2008		S		20,483	D	$30.0225	813,783,936	D	
Common Stock	05/14/2008		S		68,000	D	$30.02	813,715,936	D	
Common Stock	05/14/2008		S		800	D	$30.0175	813,715,136	D	
Common Stock	05/14/2008		S		68,276	D	$30.015	813,646,860	D	
Common Stock	05/14/2008		S		136,136	D	$30.01	813,510,724	D	
Common Stock	05/14/2008		S		18,385	D	$30.0094	813,492,339	D	
Common Stock	05/14/2008		S		6,300	D	$30.009	813,486,039	D	
Common Stock	05/14/2008		S		775	D	$30.0074	813,485,264	D	
Common Stock	05/14/2008		S		1,314	D	$30.007	813,483,950	D	
Common Stock	05/14/2008		S		1,489	D	$30.0069	813,482,461	D	
Common Stock	05/14/2008		S		700	D	$30.0057	813,481,761	D	
Common Stock	05/14/2008		S		581	D	$30.0034	813,481,180	D	
Common Stock	05/14/2008		S		800	D	$30.0013	813,480,380	D	
Common Stock	05/14/2008		S		99,934	D	$30	813,380,446	D	
Common Stock	05/14/2008		S		17,900	D	$29.97	813,362,546	D	
Common Stock	05/14/2008		S		73,300	D	$29.95	813,289,246	D	
Common Stock	05/14/2008		S		32,100	D	$29.93	813,257,146	D	
Common Stock	05/14/2008		S		76,700	D	$29.9	813,180,446	D	
Common Stock	05/14/2008		S		4,900	D	$29.84	813,175,546	D	
Common Stock	05/14/2008		S		5,900	D	$29.83	813,169,646[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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. In addition, there are 425,066 shares owned by reporting person's spouse. The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purposes.

Remarks:

* Duly authorized under Special Power of Attorney appointing Michael Larson attorney-in-fact, dated February 3, 2006, by and on behalf of William H. Gates III, filed as Exhibit 99.1 to Cascade Investment, L.L.C.'s Amendment No. 2 to Schedule 13G with respect to Arch Capital Group Ltd. on March 7, 2006, SEC File No. 005-45257, and incorporated by reference herein.

William H. Gates III By: /s/ Michael Larson*, Attorney-In-Fact	05/16/2008
** Signature of Reporting Person	Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* 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.

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