FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT	OF CHANGES	IN BENEFICIAL	<b>OWNERSHIP</b>

OMB APPRO	VAL
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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

(Last) (First) (Middle) C/O MICROSOFT CORPORATION ONE MICROSOFT WAY  (Street) REDMOND WA 98052-6399  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned (Month/Day/Year)  1. Title of Security (Instr. 3)  Date of Earliest Transaction (Month/Day/Year)  (City) (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned (Month/Day/Year)  (Month/Day/Year) (Month/Day/Year)  Table II - Derivative Securities Acquired (A) or Oberivative Securities Acquired (A) or O	1. Name and Address of Reporting Person*  BROD FRANK H					2. Issuer Name <b>and</b> Ticker or Trading Symbol MICROSOFT CORP [ MSFT ]									Check	all app Direc	olicable)		ssuer Owner (specify	
City	C/O MICROSOFT CORPORATION														X	belov	low) be		)` '	
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  1. Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  2. Deemed Execution Date, (Month/Day/Year)  2. Deemed Execution Date, (Month/Day/Year)  3. Transaction Date (Instr. 4)  Code V Amount (A) or (D) Price (D) (Instr. 3, 4 and 5)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Following (Instr. 4)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Securities Acquired (A) or (D) (Instr. 3, 4 and 5)  Table II - Derivative Securities Acquired (Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Securities (Instr. 3)  2. Conversion Or Exercise (Month/Day/Year)  Price of Derivative Securities (Instr. 3)  3. Transaction Date (Instr. 4)  Execution Date (Month/Day/Year)  4. Amount of Securities (Instr. 5)  Source (Instr. 4)  1. Title of Derivative Securities (Instr. 5)  Source (Instr. 4)  Downed Following Perom: Direct (D) or indirect (D) or indire	(Street)			99	4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)								X Form filed by One Reporting Person Form filed by More than One Reporting						
1. Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  3. Transaction (Dor (Instr. 3, 4 and 5)  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)  5. Nature of Disposed Of (D) (Instr. 4 and 5)  7. Nature of Disposed Of (D) (Instr. 3, 4 and 5)  8. Price of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 4)  7. Nature of Disposed Of (D) (Instr. 3, 4 and 4)  8. Price of Derivative Securities Securi	(City)	(St																		
Date (Month/Day/Year)   Date (Month/Day/Year)   Date (Month/Day/Year)   Date (Month/Day/Year)   Disposed Of (D) (Instr. 3, 4 and 5)   Disposed Of (D) (Instr. 4)   Disposed O		Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																		
Common Stock    O9/30/2011   F   1,660   D   \$25.45   135,681   D	Date				Execution Date, ay/Year) if any		Transa Code (	Transaction Disposed Code (Instr. 5)					and Secu Bene Own		ties cially d Following	Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership			
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)  1. Title of Derivative Security Security (Instr. 3)  2. Conversion or Exercise Price of Derivative Security Security (Instr. 3)  3. Transaction Date Execution Date, if any (Month/Day/Year) (Month/Day/Year)  4. Transaction Date (Month/Day/Year) Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  5. Number of Derivative Securities Underlying Derivative Security (Instr. 5) Security (Instr. 5) Security (Instr. 4)  10. Ownership Form: Direct (D) Owned (Instr. 4) Security (Instr. 4)  11. Nation Date (Month/Day/Year) Security (Instr. 4)  Amount or  Amount or											v	Amount			Price	Tran		action(s)		(111501.4)
1. Title of Derivative Security (Instr. 3)  2. Conversion of Exercise (Month/Day/Year)  2. Conversion of Exercise (Month/Day/Year)  3. Transaction Date (Execution Date (Instr. 8)  4. Transaction Code (Instr. 8)  4. Transaction Date (Month/Day/Year)  5. Number of Expiration Date (Month/Day/Year)  9. Number of derivative Security (Instr. 5)  10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)  11. Nation of Securities Amount of Security (Instr. 3)  12. Amount of Securities Amount of Security (Instr. 3)  13. Transaction Date (Month/Day/Year)  14. Amount of Securities Amount of Security (Instr. 3)  15. Number of Amount of Security (Instr. 3)  16. Date Exercisable and Expiration Date (Month/Day/Year)  17. Title and Amount of Securities Security (Instr. 3)  18. Price of Derivative Security (Instr. 3)  19. Amount of Security (Instr. 4)  10. Ownership Form: Direct (D) Owned Transaction (Instr. 4)  11. Nation of Securities Amount of Security (Instr. 3)  12. Nation of Securities Amount of Security (Instr. 4)  13. Nation of Security (Instr. 4)	Common Stock 09/30/				)/2011	2011 F 1,660 D		\$25	5.45 135,681		D									
Derivative Security (Instr. 3) Price of Derivative Security (Security (Instr. 3) Price of Derivative Security (Instr. 4) Price of Derivative Security (Instr. 5) Price of Derivative Security (Instr. 4) Price of Derivative Security (Instr. 5) Price of Derivative Security (Instr. 5) Price of Derivative Security (Instr. 4) Price																				
Number     Date   Expiration   Of	Derivative Conversion or Exercise (Instr. 3) Price of Derivative Conversion or Exercise (Instr. 3) Price of Derivative Execution Date, (Month/Day/Year) Execution Date, if any (Month/Day/Year) 8)		Transa Code (	of nstr. Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4			Expiration Date (Month/Day/Year)			Amount of Securities Underlying Derivative Security (Instr. and 4)		ount	Derivative Security (Instr. 5)		derivative Securities Beneficially Owned Following Reported Transaction	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)			

**Explanation of Responses:** 

Remarks:

Keith R. Dolliver, Attorney-infact for Frank H. Brod

09/30/2011

\*\* 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.

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.