
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 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 6, 2002

MICROSOFT CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

0-14278
(Commission File
Number)

91-1144442
(I.R.S. Employer
Identification No.)

One Microsoft Way
Redmond, Washington 98052
(Address of principal executive offices, including zip code)

425-882-8080
(Registrant's telephone number, including area code)

Item 5. Other Events and Regulation FD Disclosure.

The statements under oath of the principal executive officer and the principal financial officer regarding facts and circumstances relating to Exchange Act filings required by Order 4-460 are attached as Exhibits 99.1 and 99.2.

Item 7. Financial Statements and Exhibits.

(c) Exhibits.

- 99.1 Statement under oath of Steven A. Ballmer, principal executive officer regarding facts and circumstances relating to Exchange Act filings required by Order 4-460
- 99.2 Statement under oath of John G. Connors, principal financial officer regarding facts and circumstances relating to Exchange Act filings required by Order 4-460

SIGNATURE

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 thereunto duly authorized.

MICROSOFT CORPORATION

By: /s/ JOHN G. CONNORS

John G. Connors
Senior Vice President; Chief Financial Officer
(Principal Financial and Accounting Officer and Duly Authorized Officer)

Date: September 6, 2002

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
99.1	Statement under oath of Steven A. Ballmer, principal executive officer regarding facts and circumstances relating to Exchange Act filings required by Order 4-460
99.2	Statement under oath of John G. Connors, principal executive officer regarding facts and circumstances relating to Exchange Act filings required by Order 4-460

**Statement Under Oath of Principal Executive Officer Regarding Facts and
Circumstances Relating to Exchange Act Filings**

I, Steven A. Ballmer, state and attest that:

(1) To the best of my knowledge, based upon a review of the covered reports of Microsoft Corporation, and, except as corrected or supplemented in a subsequent covered report:

- no covered report contained an untrue statement of a material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and
- no covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed).

(2) I have reviewed the contents of this statement with the Company's audit committee.

(3) In this statement under oath, each of the following, if filed on or before the date of this statement, is a "covered report":

- 2002 Annual Report on Form 10-K filed with the Commission of Microsoft Corporation; and
- all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of Microsoft Corporation filed with the Commission subsequent to the filing of the Form 10-K identified above; and
- any amendments to any of the foregoing.

/s/ STEVEN A. BALLMER

Steven A. Ballmer

September 6, 2002

Subscribed and sworn to before me this 6th day of September 2002.

/s/ L. PAULL _____

Notary Public

My Commission Expires: April 15, 2004

**Statement Under Oath of Principal Financial Officer Regarding Facts and
Circumstances Relating to Exchange Act Filings**

I, John G. Connors, state and attest that:

- (1) To the best of my knowledge, based upon a review of the covered reports of Microsoft Corporation, and, except as corrected or supplemented in a subsequent covered report:
- no covered report contained an untrue statement of a material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and
 - no covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed).
- (2) I have reviewed the contents of this statement with the Company's audit committee.
- (3) In this statement under oath, each of the following, if filed on or before the date of this statement, is a "covered report":
- 2002 Annual Report on Form 10-K filed with the Commission of Microsoft Corporation; and
 - all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of Microsoft Corporation filed with the Commission subsequent to the filing of the Form 10-K identified above; and
 - any amendments to any of the foregoing.

/s/ JOHN G. CONNORS

John G. Connors

September 6, 2002

Subscribed and sworn to before me this 6th day of September 2002.

/s/ L. PAULL

Notary Public

My Commission Expires: April 15, 2002