

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPROVAL	
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1. Name and Address of Reporting Person * SHIRLEY JON A			2. Issuer Name and Ticker or Trading Symbol MICROSOFT CORP [MSFT]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 04/01/2004			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
ONE MICROSOFT WAY			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)								
REDMOND	WA	98052-6399						
(City)	(State)	(Zip)						

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	04/01/2004		M		80,000	A	\$5.6094	2,986,750	D	
Common Stock	04/01/2004		M		40,000	A	\$10.2031	3,026,750	D	
Common Stock	04/01/2004		M		40,000	A	\$16.3906	3,066,750	D	
Common Stock	04/01/2004		s ⁽¹⁾		33,000	D	\$25	3,033,750	D	
Common Stock	04/01/2004		s ⁽¹⁾		10,000	D	\$25.05	3,023,750	D	
Common Stock	04/01/2004		s ⁽¹⁾		1,400	D	\$25.1	3,022,350	D	
Common Stock	04/01/2004		s ⁽¹⁾		5,600	D	\$24.92	3,016,750	D	
Common Stock	04/01/2004		s ⁽¹⁾		10,000	D	\$24.9	3,006,750	D	
Common Stock								1,308,940	I	Shirley Family Limited Partnership

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
Stock Option (Right to Buy)	\$5.6094	04/01/2004		M			80,000	01/02/1997	01/02/2006	Common Stock	80,000	\$0	0	D	
Stock Option (Right to Buy)	\$10.2031	04/01/2004		M			40,000	01/02/1998	01/02/2007	Common Stock	40,000	\$0	0	D	
Stock Option (Right to Buy)	\$16.3906	04/01/2004		M			40,000	01/02/1999	01/02/2008	Common Stock	40,000	\$0	0	D	

Explanation of Responses:

1. This sale was effected pursuant to a 10b5-1 sales plan adopted by the reporting person.

Remarks:

Shauna L. Vernal, Attorney-in-Fact for Jon A. Shirley 04/02/2004

** 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.