

**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) March 22, 2005

**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 Principal Officers; Election of Directors; Appointment of Principal Officers.**

On March 22, 2005, the Board of Directors of Microsoft Corporation approved an increase in the size of the Board from nine to ten members, and elected Dina Dublon to the Board. A copy of the press release announcing Ms. Dublon's election is furnished as Exhibit 99.1 to this report.

In accordance with General Instruction B.2 of Form 8-K, the information in this Current Report on Form 8-K, including Exhibit 99.1, shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liability of that section, and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

**Item 9.01 Financial Statements and Exhibits**

(c) Exhibits.

Exhibit 99.1 Press Release, dated March 23, 2005.

**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: March 23, 2005

/s/ Bradford L. Smith

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Bradford L. Smith  
Senior Vice President, General Counsel and Secretary

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**INDEX TO EXHIBITS**

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated March 23, 2005

## Microsoft Board of Directors Adds New Member

### Dina Dublon Will Further Deepen Board's Global Financial Expertise

**REDMOND, Wash. — Mar. 23, 2005** — Microsoft Corp. today announced that its board of directors has increased the size of the board from nine to 10 members and elected Dina Dublon, 51, retired executive vice president and chief financial officer of JPMorgan Chase, to the board. Dublon was also appointed to the board's audit committee.

"Dina's extensive financial and accounting expertise will add to the board's strengths in those areas," said Bill Gates, Microsoft chairman and chief software architect. "We're very pleased to have her join us."

"I am thrilled at the opportunity to be part of such an accomplished group of individuals," Dublon said. "To be able to contribute to the direction of a company with the impact of Microsoft is rare, and I look forward to offering my background in finance as a resource for the board."

Dublon was responsible for JPMorgan Chase's global financial management and reporting, strategy and acquisitions, corporate treasury, investor relations and tax. She was integral to the structuring and negotiation of the mergers of Chemical Bank with Manufacturers Hanover, Chase, JPMorgan and Bank One. Dublon is a director of Accenture and a trustee of Carnegie Mellon University. She has long been an advocate of diversity and women's issues and is a board member of the Global Fund for Women, the Women's Commission for Refugee Women & Children and WorldLinks. She holds a bachelor's degree in economics and mathematics from the Hebrew University in Jerusalem and a master's degree from the business school at Carnegie Mellon University. Prior to joining JPMorgan Chase, Dublon worked for the Harvard Business School as a research associate and previously at Bank Hapoalim in Israel.

Microsoft's board of directors consists of William H. Gates, Microsoft chairman and chief software architect; Steven A. Ballmer, Microsoft chief executive officer; James I. Cash Jr., Ph.D., former James E. Robison professor of business administration at the Harvard Business School; Raymond V. Gilmartin, chairman, president and chief executive officer of Merck & Co. Inc.; Ann McLaughlin Korologos, chairman emeritus of The Aspen Institute and senior adviser with Benedetto, Gartland & Co. Inc.; David F. Marquardt, general partner at August Capital; Charles H. Noski, former vice chairman of AT&T Corp.; Dr. Helmut Panke, chairman of the board of management at BMW AG; and Jon A. Shirley, former president and chief operating officer of Microsoft. Upon Dublon's appointment to the board, eight of the 10 board members will be independent, consistent with the requirement in the company's governance guidelines that a majority must be independent.

Founded in 1975, Microsoft (Nasdaq "MSFT") is the worldwide leader in software, services and solutions that help people and businesses realize their full potential.

For shareholder and financial information: <http://www.microsoft.com/msft>

Note to editors: If you are interested in viewing additional information on Microsoft, please visit the Microsoft Web page at <http://www.microsoft.com/presspass> on Microsoft's corporate information pages. Web links, telephone numbers and titles were correct at time of publication, but may since have changed. For additional assistance, journalists and analysts may contact Microsoft's Rapid Response Team or other appropriate contacts listed at <http://www.microsoft.com/presspass/contactpr.asp>.