

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	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>GATES WILLIAM H III</u> (Last) (First) (Middle) <u>ONE MICROSOFT WAY</u> (Street) <u>REDMOND WA 98052</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MICROSOFT CORP [MSFT]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <p style="text-align: center;"><u>Chairman of the Board</u></p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/27/2004</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	01/27/2004		S		25,000	D	\$28.62	1,157,474,336	D	
Common Stock	01/27/2004		S		45,910	D	\$28.61	1,157,428,426	D	
Common Stock	01/27/2004		S		25,000	D	\$28.6	1,157,403,426	D	
Common Stock	01/27/2004		S		25,000	D	\$28.57	1,157,378,426	D	
Common Stock	01/27/2004		S		2,400	D	\$28.52	1,157,376,026	D	
Common Stock	01/27/2004		S		76,690	D	\$28.51	1,157,299,336	D	
Common Stock	01/27/2004		S		75,000	D	\$28.5	1,157,224,336	D	
Common Stock	01/27/2004		S		25,000	D	\$28.47	1,157,199,336	D	
Common Stock	01/27/2004		S		50,000	D	\$28.46	1,157,149,336	D	
Common Stock	01/27/2004		S		100,000	D	\$28.45	1,157,049,336	D	
Common Stock	01/27/2004		S		27,083	D	\$28.43	1,157,022,253	D	
Common Stock	01/27/2004		S		47,917	D	\$28.42	1,156,974,336	D	
Common Stock	01/27/2004		S		30,000	D	\$28.41	1,156,944,336	D	
Common Stock	01/27/2004		S		118,400	D	\$28.4	1,156,825,936	D	
Common Stock	01/27/2004		S		31,800	D	\$28.39	1,156,794,136	D	
Common Stock	01/27/2004		S		96,000	D	\$28.38	1,156,698,136	D	
Common Stock	01/27/2004		S		23,800	D	\$28.37	1,156,674,336	D	
Common Stock	01/27/2004		S		25,000	D	\$28.36	1,156,649,336	D	
Common Stock	01/27/2004		S		25,000	D	\$28.35	1,156,624,336	D	
Common Stock	01/27/2004		S		25,000	D	\$28.33	1,156,599,336	D	
Common Stock	01/27/2004		S		11,300	D	\$28.3	1,156,588,036	D	
Common Stock	01/27/2004		S		38,700	D	\$28.27	1,156,549,336	D	
Common Stock	01/27/2004		S		25,000	D	\$28.25	1,156,524,336	D	
Common Stock	01/27/2004		S		25,000	D	\$28.23	1,156,499,336 ⁽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)
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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative (Instr. 3)	2. Conversion Date (Month/Day/Year)	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title of Underlying 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)
Remarks:										Michael Larson, on behalf of William H. Gates III. Authorized under power of attorney dated 3/14/2001 by William H. Gates III, filed on 3/19/2001 with Cascade Investment's Schedule 13D, SEC File No. 005-52919.		01/29/2004		

** 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.