

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

NTL INCORPORATED
(Name of Issuer)

Common Stock, Par Value, \$0.01 Per Share
(Title of Class of Securities)

629407107
(CUSIP Number)

January 28, 1999
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

Robert A. Eshelman
General Counsel, Finance and Administration
One Microsoft Way
Redmond, Washington 98052-6399
(425) 882-8080

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP NO.: 629407107

1 NAME OF REPORTING PERSON

MICROSOFT CORPORATION

S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

91-1144442

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

WA

SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH

5 500,000 shares of 5 1/4% Convertible Preferred Stock of the Company. Such shares are convertible, at Microsoft's option, into ten (10) shares of the Company's common stock, par value \$.01 per share (the "Common Stock"). In addition, the Company has issued to Microsoft 1,200,000 five-year warrants to purchase Common Stock with an exercise price of \$84,00 per share.

REPORTING PERSON

6

SHARED VOTING POWER

-0-

WITH:

SOLE DISPOSITIVE POWER

7

6,2000,000 (on an as-converted basis)*

SHARED DISPOSITIVE POWER

8

-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,2000,000 (on an as-converted basis)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

9.3%

12 TYPE OF REPORTING PERSON*

CO

/*/ By agreement with the Company, Microsoft's ability to transfer the 5 1/4% Convertible Preferred Stock, the shares of Common Stock underlying such preferred stock, and the shares of Common Stock underlying the warrants is restricted for two years from the date of issuance (except pursuant to bona fide transactions with nationally recognized investment banking firms that constitute

a hedge against changes in the market price of the Common Stock).

Item 1.

- (a) Name of Issuer: NTL Incorporated (the "Company")

- (b) Address of principal executive offices of the Issuer:

110 East 59th Street 26/th/ Floor New York, New York 10022

Item 2.

- (a) Name of Person Filing: Microsoft Corporation, a Washington

corporation
- (b) Address of Principal Business Office: One Microsoft Way,

Redmond, Washington 98052 Attention: General Counsel, Finance and
Administration
- (c) Citizenship: State of Washington.

- (d) Title of Class of Securities: 5 1/4% Convertible Preferred Stock

(each share convertible into ten (10) shares of Common Stock); 1,200,000
warrants to purchase Common Stock.

- (e) CUSIP Number: 629407107

Item 3. Not Applicable.

Item 4. Ownership.

- (a) Amount beneficially owned: 500,000 shares of 5 1/4% Convertible

Preferred Stock of the Company. Such shares are convertible, at Microsoft's
option, into ten (10) shares of the Company's common stock, par value \$.01 per
share (the "Common Stock"). In addition, the Company has issued to Microsoft
1,200,000 five-year warrants to purchase Common Stock with an exercise price of
\$84.00 per share.

- (b) Percent of class: 9.3%

- (c) Number of shares as to which the person has:

 - (i) Sole power to vote or to direct the vote: 6,200,000 (as
converted)
 - (ii) Shared power to vote or to direct the vote: 0
 - (iii) Sole power to dispose or to direct the disposition of:
6,200,000 (as converted)
 - (iv) Shared power to dispose or to direct the disposition of: 0

Item 5. Ownership of Five Percent or Less of a Class: Not Applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person: Not

Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the

Security Being Reported on By the Parent Holding Company: Not

Applicable.

Item 8. Identification and Classification of Members of the Group: Not

Applicable.

Item 9. Notice of Dissolution of a Group: Not Applicable.

Item 10. Certification: Not Applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 8, 1999

MICROSOFT CORPORATION

By /s/ Robert A. Eshelman

Robert A. Eshelman, General Counsel, Finance and
Administration, Assistant Secretary