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)
[x] 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).

1 NAME OF REPORTING PERSON MICROSOFT CORPORATION S.S. OF I.R.S. IDENTIFICATION NO. OF ABOVE PERSON 91-1144442 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [.] (b) [.] SEC USE ONLY 3 CITIZENSHIP OR PLACE OF ORGANIZATION 4 MA NUMBER OF SOLE VOTING POWER NUMBER OF SHARES OF THE COMPANY, Such shares are convertible, at Microsoft's option, into ten (14) shares are convertible, at Microsoft's option, into ten (14) shares are convertible, at Microsoft's option, into ten (14) shares are convertible, at Microsoft's option, into ten (14) shares are convertible, at Microsoft's option, into ten (14) shares are convertible, at Microsoft's option, into ten (14) shares are convertible, at Microsoft's option, into ten (14) shares are convertible, at Microsoft's option, into ten (14) shares are convertible, at Microsoft's option, into ten (14) shares are convertible, at Microsoft's option, into ten (14) shares are convertible, at Microsoft's shares are convertible, at Microsoft's shares are convertible, at Microsoft's shares are converted shock of the Company, basis shares of the Company shares of the Company shares of the Company has issued converted of Shares of Sh	CUSIP I	 NO.: 62940710	 17					
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON 91-1144442 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [_] SEC USE ONLY 3 CITIZENSHIP OR PLACE OF ORGANIZATION WA NUMBER OF SHARES 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 Soch shares are convertible, at Microsoft's Option, into ten (10) shares of the Company Soch shares are convertible, at Microsoft's Option, into ten (10) shares of the Company Soch shares are convertible, at Microsoft's Option, into ten (10) shares of the Company Soch shares are convertible, at Microsoft's Option, into ten (10) shares of the Company Soch shares are convertible, at Microsoft's Option, into ten (10) shares of the Company Soch shares are convertible, at Microsoft's Option, into ten (10) shares of the Company Soch shares are convertible, at Microsoft's Option, into ten (10) shares of the Company Soch shares are convertible, at Microsoft's Option, into ten (10) shares of the Company Soch shares are convertible, at Microsoft's Option, into ten (10) shares of the Company Soch shares are convertible, at Microsoft's Option, into ten (10) shares of the Company Soch shares are convertible, at Microsoft's Option, into ten (10) shares of the Company Soch shares are convertible, at Microsoft's Option, into ten (10) shares of the Company Soch shares are convertible, at Microsoft's Option, into ten (10) shares of the Company Soch shares are convertible Preferred Stock of the Company Soch shares are convertible Preferred Stock of the Company Soch shares are convertible Preferred Stock of the Company Soch shares are convertible Preferred Stock of the Company Soch shares are convertible Preferred Stock of the Company Soch shares are convertible Preferred Stock of the Company Soch shares are convertible Preferred Stock of the Company Soch shares are convertible Preferred Stock of the Company Soch shares are convertible Preferred Stock of the Company Soch shares ar								
91-1144442 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [_] SEC USE ONLY 3 SEC USE ONLY 3 SEC USE ONLY A CITIZENSHIP OR PLACE OF ORGANIZATION WA NUMBER OF SODE, WOTING POWER NUMBER OF 5 509,000 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 5.81 per share (the "Common Stock"). In addition, the Company has issued to Microsoft', 2009,000 flue-year warrants to purchase Common Stock with an exercise price of \$84,00 per Share. REPORTING SHARED VOTING POWER 6 PERSON 6 PERSON 6 PERSON 6 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 6,2009,000 (on an as-converted basis)* CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* 10	M:	MICROSOFT CORPORATION						
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [_] (b) [_] SEC USE ONLY SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION WA NUMBER OF SECUSE OF SECUENCY SOLE VOTING POWER NUMBER OF SECUENCY SHARES OF THE COMPANY. Such shares are convertible, at Microsoft's option, into ten (10) shares of the Company's common stock, par value seld 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 SHARED VOTING POWER FERSON OF THE AGREE OF SHARED VOTING POWER AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON G, 2000,000 (on an as-converted basis) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 9.3% TYPE OF REPORTING PERSON* 10 TYPE OF REPORTING PERSON* 12 CO	S	S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON						
SEC USE ONLY SEC USE ONLY SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION WA NUMBER OF SHARES SOLE VOTING POWER SHARES Of the Company. Such shares are convertible, at Microsoft's option, into ten (10) shares of the Company is common stock, par value \$.01 per share (the "Common Stock" in a ddition, 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 SHARED VOTING POWER FERSON O WITH: SOLE DISPOSITIVE POWER 7 6,2000,000 (on an as-converted basis)* SHARED DISPOSITIVE POWER 8 -0- AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 6,2000,000 (on an as-converted basis) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* 10 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 9.3% TYPE OF REPORTING PERSON* 12 CO	9:							
SEC USE ONLY SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION WA NUMBER OF SHARES SOLE VOTING POWER SHARES SOLE VOTING POWER Microsoft's option, into ten (10) shares of the Company's common Stock, par value \$.00 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 SHARED VOTING POWER FERSON FOLE DISPOSITIVE POWER FOLE SOLE DISPOSITIVE POWER FOLE SOLE DISPOSITIVE POWER FOLE SHARED VOTING POWER FOLE SHARED DISPOSITIVE POWER FOLE	CI	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*						
SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION WA NUMBER OF SHARES SHARES 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 flaveyear warrants to purchase Common Stock with an exercise price of \$84,00 per share. REPORTING SHARED VOTING POWER FERSON O-0- WITH: SOLE DISPOSITIVE POWER OF AGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON O-0- AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON OF AGGREGATE AMOUNT BENEFICIALLY OWNED BY E	2			(a) [_] (b) [_]				
CITIZENSHIP OR PLACE OF ORGANIZATION WA SOLE VOTING POWER NUMBER OF SHARES 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 SHARED VOTING POWER 6 PERSON 6 PERSON 7 6,2000,000 (on an as-converted basis)* SHARED DISPOSITIVE POWER 8 -0- AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 6,2000,000 (on an as-converted basis) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* 10 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 9,3% TYPE OF REPORTING PERSON* 12 CO								
A CITIZENSHIP OR PLACE OF ORGANIZATION WA SOLE VOTING POWER NUMBER OF SHARES SHARES SHARES SHARES OF the Company's Such shares are convertible, at Microsoft's Option, into ten (10) shares of the "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 SOLE DISPOSITIVE POWER FREDON SOLE DISPOSITIVE POWER FREDON SHARED DISPOSITIVE POWER OHER OF SHARED DISPOSITIVE POWER AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON FREDON GROUP OF SHARED STOCK WITH SHARES SHARES SHARED		SEC USE ONLY						
SOLE VOTING POWER NUMBER OF SHARES SHARED	CITIZENSHIP OR PLACE OF ORGANIZATION							
NUMBER OF SHARES 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 SHARED VOTING POWER PERSON 6 -0- WITH: SOLE DISPOSITIVE POWER 6,2000,000 (on an as-converted basis)* SHARED DISPOSITIVE POWER 8 -0- AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* 10 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 11 9.3% TYPE OF REPORTING PERSON* 12 CO		4 						
SHARES 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 SHARED VOTING POWER PERSON -0- WITH: SOLE DISPOSITIVE POWER 7 6,2000,000 (on an as-converted basis)* SHARED DISPOSITIVE POWER 8 -0- AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9 6,2000,000 (on an as-converted basis) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* 10	NUI	MBER OF	_					
BENEFICIALLY 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 SHARED VOTING POWER PERSON 6 PERSON 7 6,2000,000 (on an as-converted basis)* SHARED DISPOSITIVE POWER 8 -0- AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9 6,2000,000 (on an as-converted basis) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* 10 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 9.3% TYPE OF REPORTING PERSON* 12 TYPE OF REPORTING PERSON*	SI	HARES	5	of the Company. Such shares are convertible, at				
OWNED BY COMMON Stock with an exercise price of \$84,00 per share. REPORTING SHARED VOTING POWER 6 PERSON 6 PERSON 7 6,2000,000 (on an as-converted basis)* SHARED DISPOSITIVE POWER 8 -0- AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9 6,2000,000 (on an as-converted basis) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* 10 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 9.3% TYPE OF REPORTING PERSON* 12 CO	BENEFICIALLY			Company's common stock, par value \$.01 per share (the				
EACH Share. REPORTING SHARED VOTING POWER 6 PERSON -0- WITH: SOLE DISPOSITIVE POWER 7 6,2000,000 (on an as-converted basis)* SHARED DISPOSITIVE POWER 8 -0- AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 6,2000,000 (on an as-converted basis) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* 10 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 9.3% TYPE OF REPORTING PERSON* 12 CO	OWI	NED BY		to Microsoft 1,200,000 five-year warrants to purchase				
REPORTING 6 PERSON 6 PERSON -0- WITH: SOLE DISPOSITIVE POWER 7 6,2000,000 (on an as-converted basis)* SHARED DISPOSITIVE POWER 8 -0- AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9,2000,000 (on an as-converted basis) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* 10 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 9.3% TYPE OF REPORTING PERSON* 12 CO	ı	EACH		share.				
PERSON -0- WITH: SOLE DISPOSITIVE POWER 7 6,2000,000 (on an as-converted basis)* SHARED DISPOSITIVE POWER 8 -0- AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 6,2000,000 (on an as-converted basis) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* 10 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 9.3% TYPE OF REPORTING PERSON* 12 CO	REP	ORTING						
SOLE DISPOSITIVE POWER 7 6,2000,000 (on an as-converted basis)* SHARED DISPOSITIVE POWER 8 -0- AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9,2000,000 (on an as-converted basis) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* 10 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 11 9.3% TYPE OF REPORTING PERSON* 12 CO	PI	ERSON	6	-0-				
7 6,2000,000 (on an as-converted basis)* SHARED DISPOSITIVE POWER 8 -0- AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 6,2000,000 (on an as-converted basis) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* 10 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 9.3% TYPE OF REPORTING PERSON* CO	١	WITH:						
SHARED DISPOSITIVE POWER 8 -0- AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 6,2000,000 (on an as-converted basis) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* [_] PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 9.3% TYPE OF REPORTING PERSON* CO		7						
SHARED DISPOSITIVE POWER 8 -0- AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 6,2000,000 (on an as-converted basis) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* [] PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 9.3% TYPE OF REPORTING PERSON* CO								
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 6,2000,000 (on an as-converted basis) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* [_] PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 9.3% TYPE OF REPORTING PERSON* CO								
9 6,2000,000 (on an as-converted basis) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* 10 [_] PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 9.3% TYPE OF REPORTING PERSON* CO			0	-0-				
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* [_] PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 9.3% TYPE OF REPORTING PERSON* CO								
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* [_] PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 9.3% TYPE OF REPORTING PERSON* CO	6	6,2000,000 (on an as-converted basis)						
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 11 9.3% TYPE OF REPORTING PERSON* 12 CO	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*							
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 9.3% TYPE OF REPORTING PERSON* 12 CO				[_]				
11 9.3% TYPE OF REPORTING PERSON* 12 CO	PI							
TYPE OF REPORTING PERSON* 12 CO	11							
12 C0								
CO		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).

т	+	ρ m	- 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
- (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%
- - (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: θ
- 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.

3

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

4