FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

	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

							. ,														
Name and Address of Reporting Person* DOD ED ANK H							2. Issuer Name and Ticker or Trading Symbol MICROSOFT CORP [MSFT]									5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
BROD FRANK H						mort of the contract of the co										Direc	ctor	10%	Owner		
(Lan) (Eina) (Middle)						Date of Earliest Transaction (Month/Day/Year)									X	Officer (give title below)		Othe belo	er (specify w)		
(Last) (First) (Middle)							06/21/2006									C	hief Acco	unting Offic	er		
C/O MICROSOFT CORPORATION						00/21/2000												Ü			
ONE MICROSOFT WAY																					
						4. If Amendment, Date of Original Filed (Month/Day/Year)										6. Individual or Joint/Group Filing (Check Applicable					
(Street)																Line)					
REDMO	ND W	.Λ (98052-63	00												X Form filed by One Reporting Person					
KEDMO	ND W	A S	90052-03	99												Form filed by More than One Reporting					
-					-											Person					
(City)	(SI	tate) (Zip)																		
		Tabl	e I - No	n-Deriv	/ative	Se	curitie	s Acc	quired,	Dis	posed o	f, or	Ben	efici	ally (Owne	ed				
1. Title of S	Security (Inst	r. 3)		2. Trans	action		2A. Deem	ed	3.	3. 4. Securities Acquired (A)						5. Amo	ount of	6. Ownership	7. Nature		
	Joourney (mor	0,		Date	- 01	6	Execution Date,		Transaction Di		Disposed	Disposed Of (D) (Instr. 3, 4			and Secur			Form: Direct	of Indirect		
(Month/					Dayrrea	ay/Year) if any (Month/Day/Year)			Code (Instr. 5)								(D) or Indirection (I) (Instr. 4)	Beneficial Ownership			
									<u> </u>			(A) or			Repo			'''	(Instr. 4)		
									Code	V	Amount		(A) or (D)	Price		Transaction(s) (Instr. 3 and 4)					
Common Stock 06/21/3						/21/2006					35,000	35,000(1)		\$	\$0		5,000	D			
		To	hlo II I	Dorivat	ivo S	001	ritios	Λοαιί	irod D	icno	osed of,	or D	onofi	oiall	· Ov	unad		'			
		10									onvertib				y Ov	viieu					
1. Title of Derivative	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date	3A. Deem		4. Transaction				6. Date E		sable and	nd 7. Title and Amount of			8. Price of Derivative		9. Number o	f 10. Ownership	11. Nature of Indirect		
Security		(Month/Day/Year)	if any	·	Code (Code (Instr.		r. Derivative		(Month/Day/Year)			Securities			rity	Securities	Form:	Beneficial		
(Instr. 3)			(Month/Da	y/Year) 8)			Securities Acquired (A) or			Underlying Derivative			(Instr. 5)		Beneficially Owned Following	Direct (D) or Indirec					
													Security (Instr.				(I) (Instr. 4)				
				l		Disposed of (D)					and 4)					Reported Transaction(s)	(e)				
							(Instr. 3, 4 and 5)										(Instr. 4)	(3)			
														ount							
													or Nur	nber							
						l.,	1		Date		Expiration	 	of								
	1		I	- 1	Code	V	(A)	(D)	Exercisa	ible	Date	Title	Sha	res				- 1	1		

Explanation of Responses:

 $1. \ Represents stock award which shall vest over 5 years at the rate of 33\% on May 1, 2007, 27\% on May 1, 2008, 20\% on May 1, 2009, 13\% on May 1, 2010, and 7\% on May 1, 2011, subject to continued employment.$

Remarks:

<u>Keith R. Dolliver, Attorney-in-fact for Frank H. Brod</u>

** 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.