

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

**FORM S-8**

**REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**MICROSOFT CORPORATION**

(Exact name of registrant as specified in its charter)

**Washington**  
(State or other jurisdiction of  
incorporation or organization)

**91-1144442**  
(I.R.S. Employer  
Identification No.)

**One Microsoft Way  
Redmond, Washington  
98052-6399**

(Address of Principal Executive Offices, including Zip Code)

**Microsoft Corporation 2001 Stock Plan  
Microsoft Corporation 1999 Stock Plan For Non-Employee Directors  
Microsoft Corporation 1991 Stock Option Plan  
Microsoft Corporation Stock Option Plan for Consultants and Advisors  
Microsoft Corporation Stock Option Plan for Non-Employee Directors**  
(Full title of the plans)

**John A. Seethoff  
Deputy General Counsel, Finance and Operations  
One Microsoft Way  
Redmond, Washington 98052-6399  
(425) 882-8080**

(Name, address and telephone number, including area code, of agent for service)

*Copies of all communications to:*

**Richard B. Dodd  
Matthew S. Topham  
Preston Gates & Ellis LLP  
925 Fourth Avenue, Suite 2900  
Seattle, WA 98104  
(206) 623-7580**

**CALCULATION OF REGISTRATION FEE**

Title of each class of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price (2)	Amount of registration fee (2)
Common Stock, par value \$.00000625	106,618,511(3)	\$29.31	\$3,124,988,557	\$395,936

- (1) Includes an indeterminate number of additional shares that may be issued to adjust the number of shares issued pursuant to the employee benefit plans described herein as the result of any future stock split, stock dividend or similar adjustment of Microsoft's outstanding common stock.
- (2) Estimated pursuant to Rule 457(c) solely for purposes of calculating amount of registration fee, based upon the average of the high and low prices reported on November 8, 2004, as reported on the Nasdaq Stock Market. Pursuant to Rule 457(p) under the Securities Exchange Act of 1933, the registration fee of \$395,936 is offset by registration fees previously paid by Microsoft with respect to unsold shares of common stock registered under the Registration Statement on Form S-3 (Registration No. 333-108843) of Microsoft Corporation filed with the Securities and Exchange Commission on September 16, 2003.
- (3) 64,270,353 of the shares are registered to be offered or sold pursuant to the Microsoft Corporation 2001 Stock Plan, 50,214 of the shares are registered to be offered or sold pursuant to the Microsoft Corporation 1999 Stock Plan For Non-Employee Directors, 42,262,379 of the shares are registered to be offered or sold pursuant to the Microsoft Corporation 1991 Stock Option Plan, 2,233 of the shares are registered to be offered or sold pursuant to the Microsoft Corporation Stock Option Plan for Consultants and Advisors and 33,332 of the shares are registered to be offered or sold pursuant to the Microsoft Corporation Stock Option Plan for Non-Employee Directors. The plans named in the preceding sentence are collectively referred to in this registration statement as the "Plans".

The Exhibit Index appears after the Signature Page of this registration statement.

**PART II. INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference.**

The following documents are hereby incorporated by reference into this registration statement:

(a) Microsoft's Annual Report on Form 10-K for the fiscal year ended June 30, 2004, filed with the Securities and Exchange Commission (the "Commission") on September 1, 2004, which contains audited consolidated financial statements for the most recent fiscal year for which such statements have been filed.

(b) All other reports filed by Microsoft pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (the "Exchange Act"), since the end of the fiscal year covered by the Annual Report on Form 10-K referred to in paragraph (a) above.

(c) The description of Microsoft's common stock, which is contained in a registration statement filed on Form S-3, as amended, by Microsoft with the Commission on October 17, 2003, registration number 333-108843.

In addition, all documents subsequently filed by Microsoft pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this registration statement and to be a part hereof from the date of filing of such documents. Any statement in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for the purposes of this registration statement to the extent that a statement contained herein or in any other subsequently filed document which also is or deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

**Item 4. Description of Securities.**

Not Applicable.

**Item 5. Interests of Named Experts and Counsel.**

The validity of the securities that may be offered under the Plans will be passed upon for Microsoft by Preston Gates & Ellis LLP, 925 Fourth Avenue, Suite 2900, Seattle, Washington 98104. Attorneys who are partners or employed by Preston Gates & Ellis LLP who have provided advice with respect to this matter own shares of Microsoft's common stock.

**Item 6. Indemnification of Directors and Officers.**

Section 23B.08.510 of the Washington Business Corporation Act ("WBCA") authorizes Washington corporations to indemnify their officers and directors under certain circumstances against expenses and liabilities incurred in legal proceedings involving such persons because of their being or having been an officer or director. Section 23B.08.560 of the WBCA authorizes a corporation by provision in its articles of incorporation to agree to indemnify a director and obligate itself to advance or reimburse expenses without regard to the provisions of Sections 23B.08.510 through .550; provided however that no such indemnity shall be made for or on account of any (a) acts or omissions of a director that involve intentional misconduct or a knowing violation of law, (b) conduct in violation of Section 23B.08.310 of the WBCA (which section relates to unlawful distributions) or (c) any transaction from which a director personally received a benefit in money, property or services to which the director was not legally entitled. Microsoft's Amended and Restated Articles of Incorporation and Bylaws require indemnification of Microsoft's officers and directors and advancement of expenses to the fullest extent not prohibited by applicable law. Microsoft's Amended and Restated Articles of Incorporation provide for procedures for those seeking indemnification and/or advancement of expenses.

Microsoft also maintains certain captive insurance programs, in which it is the named insured, which may provide certain indirect coverage for directors' and officers' claims. In addition, Microsoft has had an indemnification trust in place since 1988, which trust was amended in 1993 ("1993 Trust") and which secures Microsoft's indemnification obligations to past and present officers and directors arising from their activities as such. \$7.0 million have been deposited in the 1993 Trust. In the year ended June 30, 2003, Microsoft established an additional indemnification trust ("2003 Trust") to secure Microsoft's obligations to indemnify and/or advance expenses to directors arising from their activities as such in the event Microsoft does not or is financially unable to provide the indemnification and/or advancement. \$13 million have been deposited in the 2003 Trust. Microsoft has also entered into separate indemnification agreements with certain of its directors and executive officers.

Microsoft's Amended and Restated Articles of Incorporation contain a provision eliminating the personal liability of directors to Microsoft or its shareholders for monetary damages arising out of a breach of fiduciary duty. Under Washington law, this provision eliminates the liability of a director for breach of fiduciary duty but does not eliminate the personal liability of any director for (i) acts or omissions of a director that involve intentional misconduct or a knowing violation of law, (ii) conduct in violation of Section 23B.08.310 of the WBCA or (iii) any transaction from which a director personally received a benefit in money, property or services to which the director was not legally entitled.

**Item 7. Exemption from Registration Claimed.**

Not Applicable.

**Item 8. Exhibits.**

The Exhibits to this registration statement are listed in the Index to Exhibits which immediately follows the signature pages hereto.

**Item 9. Undertakings.**

The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

(2) That, for the purpose of determining any liability under the Securities Act of 1933 (the "Securities Act"), each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer, or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Redmond, State of Washington, on this 15th day of November, 2004.

MICROSOFT CORPORATION

/s/ John G. Connors

By: John G. Connors  
Senior Vice President, Chief Financial Officer  
(Principal Financial and Accounting Officer)

## POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below hereby authorizes and appoints John G. Connors, John A. Seethoff, and Keith R. Dolliver his or her attorneys-in-fact, for him or her in any and all capacities, to sign any amendments to this S-8 registration statement, and to file the same, with exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that said attorneys-in-fact, or their substitute, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ William H. Gates III</u> William H. Gates III	Chairman, Chief Software Architect, Director	November 15, 2004
<u>/s/ Steven A. Ballmer</u> Steven A. Ballmer	Chief Executive Officer, Director (Principal Executive Officer)	November 15, 2004
<u>/s/ James I. Cash, Jr.</u> James I. Cash, Jr.	Director	November 15, 2004
<u>/s/ Raymond V. Gilmartin</u> Raymond V. Gilmartin	Director	November 15, 2004
<u>/s/ Ann McLaughlin Korologos</u> Ann McLaughlin Korologos	Director	November 15, 2004
<u>/s/ David F. Marquardt</u> David F. Marquardt	Director	November 15, 2004
<u>/s/ Charles H. Noski</u> Charles H. Noski	Director	November 15, 2004
<u>/s/ Helmut Panke</u> Helmut Panke	Director	November 15, 2004
<u>/s/ Jon A. Shirley</u> Jon A. Shirley	Director	November 15, 2004
<u>/s/ John G. Connors</u> John G. Connors	Senior Vice President, Chief Financial Officer (Principal Financial and Accounting Officer)	November 15, 2004

---

INDEX TO EXHIBITS

<u>Exhibit Number</u>	<u>Description</u>
5.1	Opinion of Counsel regarding legality
23.1	Consent of Independent Registered Public Accounting Firm
23.2	Consent of Counsel (included in Exhibit 5.1)
24	Power of Attorney (contained within signature page)

## [LETTERHEAD OF PRESTON GATES &amp; ELLIS LLP]

November 15, 2004

Microsoft Corporation  
One Microsoft Way  
Redmond, Washington 98052-6399

Re: Microsoft Corporation 2001 Stock Plan, Microsoft Corporation 1999 Stock Plan For Non-Employee Directors, Microsoft Corporation 1991 Stock Option Plan, Microsoft Corporation Stock Option Plan for Consultants and Advisors and Microsoft Corporation Stock Option Plan for Non-Employee Directors

Ladies and Gentlemen:

We have acted as counsel to Microsoft Corporation ("Microsoft") in connection with the registration with the Securities and Exchange Commission on Form S-8 of shares of Microsoft's common stock, par value \$0.00000625 per share (the "Shares"), which may be issued in connection with the above-referenced plans (the "Plans"). In connection with that registration, we have reviewed the proceedings of the Board of Directors of Microsoft relating to the registration and proposed issuance of the common stock, the Articles of Incorporation of Microsoft and all amendments thereto, the Bylaws of Microsoft and all amendments thereto, and such other documents and matters as we have deemed necessary to the rendering of the following opinion.

Based upon that review, it is our opinion that the Shares when issued in conformance with the terms and conditions of the Plans, will be legally issued, fully paid, and nonassessable under the Washington Business Corporation Act.

We do not find it necessary for the purposes of this opinion to cover, and accordingly we express no opinion as to, the application of the securities or blue sky laws of the various states as to the issuance and sale of the Shares.

We consent to the use of this opinion in the registration statement filed with the Securities and Exchange Commission in connection with the registration of the Shares and to the reference to our firm under the heading "Interests of Named Experts and Counsel" in the registration statement.

Very truly yours,

PRESTON GATES & ELLIS LLP

By /s/ Richard B. Dodd  
Richard B. Dodd

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement of Microsoft Corporation on Form S-8 of our report dated August 24, 2004 (which report expresses an unqualified opinion and includes an explanatory paragraph regarding retroactive adoption of Statement of Financial Accounting Standards No. 123, *Accounting for Stock-Based Compensation*) appearing in the Annual Report on Form 10-K of Microsoft Corporation for the year ended June 30, 2004.

/s/ Deloitte & Touche LLP  
DELOITTE & TOUCHE LLP

Seattle, Washington  
November 15, 2004