F	:0RM 3   +			OMB A OMB Number Expires: Sep Estimated ave nours per res	APPROVAL 3235-0104   0tember 30, 1998   0tember 30,
		U.S. SECURITIES AND E WASHINGTON, D		OMMISSION	
	INITIAL	STATEMENT OF BENEFICI	AL OWNERSI	IP OF SECURI	TIES
	Section 17(a)	o Section 16(a) of th of the Public Utility n 30(f) of the Invest	Holding (	Company Act o	of 1935 or
1.	Name and Address	of Reporting Person*			
	Microsoft Corpor	ation			
	(Last)	(Firs			(Middle)
	One Microsoft Wa				
		(Stree	t)		
	Redmond,	WA			98052-6399
	(City)	(Stat	e)		(Zip)
2.		quiring Statement (Mo			9/14/99
	IRS or Social Se	curity Number of Repo	rting Per	son (Voluntar	
4.		Ticker or Trading Sym			
5.		Reporting Persons to [ ] Officer			icable) ] Other
	[ ] Director				
 6.	If Amendment, Da	(give title below te of Original (Month	) /Day/Year		(specify below)
 6.  7.	If Amendment, Da Individual or Jo [X] Form filed b [ ] Form filed b	(give title below	) /Day/Year ck Applica n	able Line) on	
	If Amendment, Da Individual or Jo [X] Form filed b [ ] Form filed b TABLE I	(give title below te of Original (Month int/Group Filing (Che y One Reporting Perso y More than One Repor NON-DERIVATIVE SECU	) /Day/Year ck Applica n ting Perso RITIES BE	Nble Line) Nn NEFICIALLY OV	(specify below)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. (Print or Type Responses)  $% \left( \left( {{{\bf{F}}_{{{\rm{s}}}}} \right)^{2}} \right)$ 

\* If the form is filed by more than one reporting person, see Instruction  $5(b)(\nu). \label{eq:second}$ 

(Over)

Table II--Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	<ol> <li>Date Exer- cisable and Expiration Date (Month/Day/ Year)</li> </ol>	<ol> <li>Title and Amount of Securities Underlying Derivative Security (Instr. 4)</li> </ol>			Conversion or Exercise Price of Derivative	5.	Ownership Form of Derivative Security: Direct (D) or In- direct (I)	6.	Nature of In- direct Bene- ficial Ownership (Instr. 5)	
	Date Exer- cisable	Expira- tion Date	Title	Amount or Number of Shares	Security		direct (I) (Instr. 5)			
Options (Right to Buy)	*See attached sheet for specific information									

Explanation of Responses:

\*\*Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

/s/ Robert A. Eshelman	9/24/99
**Signature of Reporting Person	Date

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required unless the form displays a currently valid  $\mathsf{OMB}$  Number.

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\*On September 14, 1999, Visio Corporation (the "Issuer"), Microsoft Corporation (the "Reporting Person") and MovieSub, Inc. ("Merger Sub"), a wholly owned subsidiary of the Reporting Person, entered into an Agreement and Plan of Reorganization (the "Reorganization Agreement") providing for, among other things, the merger of Merger Sub with and into the Issuer, with the Issuer being the surviving corporation in such merger and becoming a wholly owned subsidiary of the Reporting Person. In connection with the Reorganization Agreement, the Issuer and the Reporting Person entered into a Stock Option Agreement (the "Option Agreement"), dated as of September 14, 1999, pursuant to which the Issuer granted the Reporting Person an option (the "Option") to purchase up to 6,012,500 shares of Common Stock of the Issuer (the "Option Shares"). The Option may only be exercised if a Reorganization Agreement is terminated under certain circumstances set forth in the Reorganization Agreement and the Option Agreement.

By reason of its execution of the Option Agreement, the Reporting Person may be deemed to have beneficial ownership of the Option Shares and, accordingly, may be deemed to beneficially own 6,012,500 (or approximately 16.6% of the outstanding Common Stock of the Issuer (based upon the 30,213,572 shares of Visio Common Stock outstanding on September 10, 1999), as represented to Reporting Person by Issuer in the Reorganization Agreement, plus an additional 6,012,500 that Issuer will issue to Reporting Person in the event that the Option is exercised) following the exercise in whole of the Option for 6,012,500 shares of Issuer Common Stock. The Reporting Person expressly disclaims any beneficial ownership of the shares of Issuer Common Stock which are purchasable by the Reporting Person upon exercise of the Option, on the grounds that the Option is not presently exercisable and only becomes exercisable upon the occurrence of the events referred to above. If the Option were exercised, Reporting Person would have the sole right to vote and to dispose of the shares of Issuer issued as a result of such exercise.

Neither the filing of this Form 3 nor any of its contents shall be deemed to constitute an admission that the Reporting Person is the beneficial owner of the Option Shares for purposes of Sections 13(d) or 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose and such beneficial ownership is expressly disclaimed. The foregoing summary of the Option Agreement is qualified in its entirely by reference to such agreement, which has been filed as Exhibit 2.2 to the Issuer's Form 8-K dated as of September 15, 1999.