

MARQUARDT DAVID F
Form 4
March 18, 2003

FORM 4

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

OMB APPROVAL

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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| 1. Name and Address of Reporting Person* Marquardt, David F. (Last) (First) (Middle) One Microsoft Way (Street) Redmond, WA 98052-6399 (City) (State) (Zip) | | | 2. Issuer Name and Ticker or Trading Symbol Microsoft Corporation (MSFT) | | | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director — <input type="checkbox"/> 10% Owner — <input type="checkbox"/> Officer (give title below) — <input type="checkbox"/> Other (specify below) | | | | | | | | | | | | | | | | | | | | | | | |
|--|--|---|--|----------|---|--|-------|---|---------------------------------|--|---|--|-----------------------------------|---|--|--|---|--|-----------------------------------|------|---|--------|------------|-------|---------------------|-----------------|--|----------|----------|
| 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) | | | 4. Statement for Month/Day/Year March 18, 2003 | | | 7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | | | | | | | | | | | | | | | | | | | | | | | |
| | | | 5. If Amendment, Date of Original (Month/Day/Year) | | | | | | | | | | | | | | | | | | | | | | | | | | |
| | | | <p align="center">Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</p> <table border="1"> <thead> <tr> <th rowspan="2">1. Title of Security (Instr. 3)</th> <th rowspan="2">2. Transaction Date (Month/ Day/ Year)</th> <th rowspan="2">2A. Deemed Execution Date, if any (Month/Day/ Year)</th> <th colspan="2">3. Transaction Code (Instr. 8)</th> <th colspan="3">4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5)</th> <th rowspan="2">5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 & 4)</th> <th rowspan="2">6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th> <th rowspan="2">7. Nature of Ownership (Instr. 4)</th> </tr> <tr> <th>Code</th> <th>V</th> <th>Amount</th> <th>(A) or (D)</th> <th>Price</th> </tr> </thead> <tbody> <tr> <td>Common Stock</td> <td>03/17/03</td> <td></td> <td>G</td> <td>V</td> <td>40</td> <td>D</td> <td></td> <td>2,773,734⁽¹⁾</td> <td>D</td> <td></td> </tr> </tbody> </table> | | | | | | 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/ Day/ Year) | 2A. Deemed Execution Date, if any (Month/Day/ Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 & 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) | Code | V | Amount | (A) or (D) | Price | Common Stock | 03/17/03 | | G | V |
| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/ Day/ Year) | 2A. Deemed Execution Date, if any (Month/Day/ Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 & 4) | | | | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) | | | | | | | | | | | | | | | | |
| | | | Code | V | Amount | (A) or (D) | Price | | | | | | | | | | | | | | | | | | | | | | |
| Common Stock | 03/17/03 | | G | V | 40 | D | | 2,773,734⁽¹⁾ | D | | | | | | | | | | | | | | | | | | | | |

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).

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FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 & 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) | 10. Ownership Form of Derivative Security: Direct | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|---|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|---|--|

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| Code | V | of (D) | | Date Exer-cisable | Expira-tion Date | Title | Amount or Number of Shares | (Instr. 4) | (D) or Indirect (I) (Instr. 4) |
|------|---|--------|-----|-------------------|------------------|-------|----------------------------|------------|--------------------------------|
| | | (A) | (D) | | | | | | |
| | | | | | | | | | |

Explanation of Responses:

(1) Adjusted to reflect a 2-for-1 stock split effective February 14, 2003

By: /s/ **Keith R. Dolliver, Attorney-in-Fact for**
David F. Marquardt

03/18/03
Date

**Signature of Reporting Person

**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.

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