

MICROSOFT CORP
Form 4
February 05, 2003

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

FORM 4

OMB APPROVAL

o Check this box if no longer
subject to Section 16. Form 4 or
Form 5 obligations may continue.

See Instruction 1(b).

(Print or Type Responses)

STATEMENT OF
CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or
Section 30(h) of the Investment Company Act of 1940

OMB Number: 3235-0287
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1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol		6. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
Gates III	William	H.	MICROSOFT CORPORATION (MSFT)		<u>X</u> Director <u>X</u> 10% Owner	
(Last)	(First)	(Middle)			<u>X</u> Officer (give title below) <u> </u> Other (specify below)	
One Microsoft Way			2/3/2003		Chairman of the Board; Chief Software Architect	
(Street)						
			5. If Amendment, Date of Original (Month/Day/Year)		7. Individual or Joint/Group Filing (Check Applicable Line)	
Redmond	WA	98052-6399			<u>X</u> Form filed by One Reporting Person <u> </u> Form filed by More than One Reporting Person	
(City)	(State)	(Zip)				

Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or Price (D)		
Common Stock	2/3/2003		S		10,000	D	48.28
Common Stock	2/3/2003		S		11,100	D	48.30
Common Stock	2/3/2003		S		3,900	D	48.31
Common Stock	2/3/2003		S		27,400	D	48.55
Common Stock	2/3/2003		S		154,709	D	48.56
Common Stock	2/3/2003		S		37,683	D	48.57
Common Stock	2/3/2003		S		9,000	D	48.58

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Common Stock	2/3/2003	S	167	D	48.59
Common Stock	2/3/2003	S	46,046	D	48.60
Common Stock	2/3/2003	S	20,300	D	48.61
Common Stock	2/3/2003	S	12,600	D	48.62
Common Stock	2/3/2003	S	94,611	D	48.63
Common Stock	2/3/2003	S	14,904	D	48.64
Common Stock	2/3/2003	S	98,538	D	48.65
Common Stock	2/3/2003	S	17,400	D	48.66
Common Stock	2/3/2003	S	39,359	D	48.67
Common Stock	2/3/2003	S	82,791	D	48.70
Common Stock	2/3/2003	S	10,020	D	48.71
Common Stock	2/3/2003	S	13,900	D	48.72
Common Stock	2/3/2003	S	75	D	48.74
Common Stock	2/3/2003	S	38,350	D	48.75
Common Stock	2/3/2003	S	2,500	D	48.79
Common Stock	2/3/2003	S	52,847	D	48.80
Common Stock	2/3/2003	S	16,800	D	48.82
Common Stock	2/3/2003	S	10,900	D	48.85
Common Stock	2/3/2003	S	25,373	D	48.87
Common Stock	2/3/2003	S	3,324	D	48.88
Common Stock	2/3/2003	S	5,900	D	48.90
Common Stock	2/3/2003	S	20,000	D	48.92
Common Stock	2/3/2003	S	15,000	D	48.93
Common Stock	2/3/2003	S	24,700	D	48.94
Common Stock	2/3/2003	S	17,594	D	48.95
Common Stock	2/3/2003	S	4,509	D	48.98

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Common Stock	S	17,700	D	49.00			
Common Stock	S	3,700	D	49.01			
Common Stock	S	21,300	D	49.02			
Common Stock	S	700	D	49.03			
Common Stock	S	7,100	D	49.04			
Common Stock	S	7,200	D	49.05	610,749,300	D	
Common Stock					368	I	Through an entity owned by the reporting person
Common Stock					214,260*	I	Held by spouse

* The reporting officer disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.

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

[illegible]

[illegible]

/s/ Michael Larson	2/4/03
_____ **Signature of Reporting Person	_____ Date

Duly authorized under Special Power of Attorney appointing Michael Larson attorney-in-fact, dated March 14, 2001, by and on behalf of William H. Gates III, filed as Exhibit B to Cascade Investment's Amendment No. 1 to Schedule 13D with respect to Pan American Silver Corp. on March 19, 2001, SEC File No. 005-52919, and incorporated by reference herein.

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

<http://www.sec.gov/divisions/corpfin/forms/form4.htm>
Last update: 09/05/2002