MICROSOFT CORP

Form 4

August 02, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or

SECURITIES Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

See Instruction 1(b).

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

(Last)

(City)

1. Name and Address of Reporting Person * **GATES WILLIAM H III**

(First)

(Street)

(State)

2. Issuer Name and Ticker or Trading Symbol

MICROSOFT CORP [MSFT]

5. Relationship of Reporting Person(s) to

Issuer

(Middle)

3. Date of Earliest Transaction

(Check all applicable)

ONE MICROSOFT WAY

(Month/Day/Year)

07/31/2007

X_ Director 10% Owner Other (specify Officer (give title below)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

REDMOND, WA 98052

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(Month/Day/Year)

(Zip)

4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of 7. Nature of Securities Ownership Indirect Beneficially Form: Direct Beneficial Owned (D) or Ownership Following Indirect (I) (Instr. 4) (Instr. 4)

D

(A) or

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price \$ S 50,000 D

883,499,336 (1)

Common Stock

07/31/2007

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

28.99

SEC 1474 (9-02)

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

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title an	nd 8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orNumber	Expiration D	ate	Amount o	of Derivative	e Deriv
Security	or Exercise		any	Code	of	(Month/Day	/Year)	Underlyin	ng Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	Derivative			(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3 an	nd 4)	Owne
	Security				Acquired	l				Follo
	•				(A) or					Repo
					Disposed	l				Trans
					of (D)					(Instr
					(Instr. 3,					
					4, and 5)					
				C-1- V	(A) (D)	D-4-	Eiti	T:41- A	4	
				Code V	(A) (D)		Expiration		nount	
						Exercisable	Date	or		
									mber	
								of		
								Sha	ares	

Reporting Owners

Reporting Owner Name / Address	Relationships						
•	Director	10% Owner	Officer	Other			
GATES WILLIAM H III ONE MICROSOFT WAY REDMOND, WA 98052	X						

Signatures

William H. Gates III By: /s/ Michael Larson*,
Attorney-In-Fact

08/02/2007

**Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- In addition, there are 425,066 shares owned by reporting person's spouse. The reporting person 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 purposes.

Remarks:

* Duly authorized under Special Power of Attorney appointing Michael Larson attorney-in-fact, dated February 3, 2006, by an 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 to respond unless the form displays a currently valid OMB number.

Reporting Owners 2