### Edgar Filing: NOSKI CHARLES H - Form 4

NOSKI CHA Form 4	ARLES H											
September 1	5, 2008											
FORM	4									APPROVAL		
	UNITED	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								3235-0287		
Check th if no long	ger		CHAN	CEC DU	DENIDEL				Expires:	January 31, 2005		
subject to Section 1 Form 4 o Form 5 obligatio may cont See Instru 1(b).	6. 16. br Filed purs tinue. Section 17(a	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, ection 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940								Estimated average burden hours per response 0.5		
(Print or Type I	Responses)											
1. Name and Address of Reporting Person <u>*</u> NOSKI CHARLES H			2. Issuer Name <b>and</b> Ticker or Trading Symbol MICROSOFT CORP [MSFT]					5. Relationship of Reporting Person(s) to Issuer				
(Last)						(Che	(Check all applicable)					
C/O MICRO CORPORA MICROSOI	TION, ONE		(Month/D 09/11/2(	-				X Director Officer (giv below)		% Owner her (specify		
(Street) 4. If Am			4. If Ame	Amendment, Date Original				6. Individual or Joint/Group Filing(Check				
REDMONI	D, WA 98052-6399		Filed(Mon	th/Day/Year	)			Applicable Line) _X_ Form filed by Form filed by Person	One Reporting More than One I			
(City)	(State) (	Zip)	Table	e I - Non-D	) erivative S	Securit	ties Ac	quired, Disposed	of. or Benefici	allv Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any	ed Date, if	3. Transactio Code (Instr. 8)	4. Securit onAcquired Disposed	ies (A) or of (D)	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		
Common								2,489	D			
Stock Common Stock									I	By Charles H. Noski and Lisa J. Noski Revocable Trust		
Common Stock								800	I	By Trust for benefit of minor child		

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

# 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. Transa Code (Instr.		5. nNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	er Expiration Date Underlying (Month/Day/Year) (Instr. 3 an tive ies ed ed 3,		7. Title and A Underlying S (Instr. 3 and	Securities	8. Price Derivati Security (Instr. 5)
				Code	v	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(1)	09/11/2008		А	V	85 (2)	(3)	(3)	Common Stock	85	\$ 0

## **Reporting Owners**

	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
NOSKI CHARLES H C/O MICROSOFT CORPORATION ONE MICROSOFT WAY REDMOND, WA 98052-6399	X					
Signatures						
Keith R. Dolliver, Attorney-in-Fact for Noski	09/1	09/15/2008				

\*\*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).

(1) Each restricted stock unit represents a contingent right to receive one share of Microsoft common stock.

(2) Dividend equivalent rights accrue when and as dividends are paid on the Company's common stock and become exercisable proportionately with the restricted stock units to which they relate.

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(3) The restricted stock units are fully vested. Delivery of the shares to the reporting person will be made thirty days after the date of the reporting person's separation from service to the Board of Directors.

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.