

MICROSOFT CORP
Form 4
April 28, 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).

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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

Filed By
Romeo and Dye's
Section 16 Filer
www.section16.net

1. Name and Address of Reporting Person* Gates III William H. (Last) (First) (Middle) One Microsoft Way (Street) Redmond, WA 98052-6399			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 checked="" type="checkbox"/> <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chairman of the Board; Chief Software Architect			
			3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)		4. Statement for Month/Day/Year 4/24/03		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)					
(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 & 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	4/24/03		S		75000	D	25.40			
Common Stock	4/24/03		S		150000	D	25.42			
Common Stock	4/24/03		S		20000	D	25.43			
Common Stock	4/24/03		S		165000	D	25.44			
Common Stock	4/24/03		S		225000	D	25.45			
Common Stock	4/24/03		S		145000	D	25.46			
Common Stock	4/24/03		S		125000	D	25.47			
Common Stock	4/24/03		S		375000	D	25.48			

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Common Stock	4/24/03		S		250000	D	25.49			
Common Stock	4/24/03		S		275000	D	25.50			
Common Stock	4/24/03		S		175000	D	25.51			
Common Stock	4/24/03		S		99300	D	25.52			
Common Stock	4/24/03		S		25700	D	25.53			
Common Stock	4/24/03		S		25000	D	25.54			
Common Stock	4/24/03		S		75000	D	25.55			
Common Stock	4/24/03		S		25000	D	25.56			
Common Stock	4/24/03		S		375000	D	25.60			
Common Stock	4/24/03		S		175000	D	25.61			
Common Stock	4/24/03		S		75000	D	25.62			
Common Stock	4/24/03		S		70000	D	25.64			
Common Stock	4/24/03		S		25000	D	25.65			
Common Stock	4/24/03		S		25000	D	25.66			
Common Stock	4/24/03		S		25000	D	25.67	1196499336	D	
Common Stock								428520 ⁽¹⁾	I	Held by spouse

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 (A) or Disposed of (D) (Instr. 8)	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) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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		3, 4 & 5)								(1) (Instr. 4)
Code	V	(A)	(D)	Date Exer-cisable	Expira-tion Date	Title	Amount or Number of Shares			

Explanation of Responses:

(1) 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 purpose.

By: /s/ **Michael Larson** 4/24/03
Attorney-in-fact. Duly authorized under Special Power of Attorney Date
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.
 **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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