ALLCHIN JAMES E Form 4

December 31, 2002

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

OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response. . . 0.5

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 & Dye's Instant Form 4 Filer www.section16.net

1. Name and Ado Allchin, James 1			e and Tickorporation		Po	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last) One Microsoft V	of Reporting Person,					atement for th/Day/Year mber 30, 2002	<u>X</u> O <u>G</u>	Director			
Redmond, WA						5. If Amendment, Date of Original (Month/Day/Year)		7. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State) (Z	Zip)	Ta	ble l	I Non-De	rivativ	isposed of, or Beneficially Owned				
	2. Trans- action Date (Month/ Day/ Year)	2A. Deemed Execution Date, if any (Month/Day/ Year)	3. Trans	s- Code	4. Securitie (A) or Disp (Instr. 3, 4 Amount	es Acqu oosed o	uired of (D)	5. Amount of Securities Beneficially Owned Follow- ing Reported Transactions(s) (Instr. 3 & 4)		6. Owner- ship Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial
Common Stock	12/30/2002		G	V	25,000	D	N/A		1,275	D	

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

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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	2. Conver-	3.	3A.	4.	5.	6. Date Exercisable	7. Title and	8. Price of	9. Number of	10.	11. Nature
Derivative	sion or	Trans-	Deemed	Trans-	Number	and Expiration	Amount of	Derivative	Derivative	Owner-	of Indirect
Security	Exercise	action	Execution	action	of	Date	Underlying	Security	Securities	ship	Beneficial
	Price of	Date	Date,	Code	Derivati	ØMonth/Day/	Securities	(Instr. 5)	Beneficially	Form	Ownership
(Instr. 3)	Derivative		if any		Securiti	X ear)	(Instr. 3 & 4)		Owned	of Deriv-	(Instr. 4)
	Security	(Month/	(Month/	(Instr.	Acquire	d			Following	ative	
		Day/	Day/	8)	(A) or				Reported	Security:	

^{*} If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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	Year)	Year)			Dispof (Instance)	D) tr.	d			,	Direct (D) or Indirect (I)		
			Code	V	5) (A)		Exer-cisable	tion		Amount or		(Instr. 4)	
								Date		Number of Shares			

Explanation of Responses:

By: /s/ Keith R. Dolliver
Keith R. Dolliver, Attorney-in-Fact for James E.

Allchin

**Signature of Reporting Person

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