

GATES WILLIAM H III
 Form 4/A
 August 24, 2006

FORM 4

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

OMB APPROVAL

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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 OF SECURITIES

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

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading Symbol
MICROSOFT CORP [MSFT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
ONE MICROSOFT WAY
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
07/26/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman of the Board

REDMOND, WA 98052
 (City) (State) (Zip)

4. If Amendment, Date Original Filed (Month/Day/Year)
07/28/2005

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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		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 (D)				Price
Common Stock	05/20/2005		G		280	D	2	428,240	I	By Spouse
Common Stock	05/26/2005		G		74	D	2	428,166	1	By Spouse
Common Stock	07/26/2005		S		100,000	D	\$ 25.68	1,037,399,336	D	
Common Stock	07/26/2005		S		300,000	D	\$ 25.67	1,037,099,336	D	
Common Stock	07/26/2005		S		59,900	D	\$ 25.64	1,037,039,436	D	
	07/26/2005		S		85,212	D		1,036,954,224	D	

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Common Stock						\$ 25.63		
Common Stock	07/26/2005	S	77,575	D	\$ 25.61	1,036,876,649	D	
Common Stock	07/26/2005	S	504,520	D	\$ 25.6	1,036,372,129	D	
Common Stock	07/26/2005	S	28,800	D	\$ 25.59	1,036,343,329	D	
Common Stock	07/26/2005	S	179,148	D	\$ 25.58	1,036,164,181	D	
Common Stock	07/26/2005	S	128,700	D	\$ 25.58	1,036,035,481	D	
Common Stock	07/26/2005	S	288,045	D	\$ 25.57	1,035,747,436	D	
Common Stock	07/26/2005	S	120,050	D	\$ 25.56	1,035,627,386	D	
Common Stock	07/26/2005	S	28,050	D	\$ 25.55	1,035,599,336	D	
Common Stock	07/26/2005	S	100,000	D	\$ 25.54	1,035,499,336	D	

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

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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 Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

Reporting Owners

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

Signatures

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

08/24/2006

__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) 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.
- (2) Not applicable/ Gift

Remarks:

This report replaces in its entirety the Form 4 report that was filed by the reporting person on July 28, 2005. This report was in

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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