

<p>1. Name and Address of Reporting Person *</p> <p>Gates III William H.</p> <p>(Last) (First) (Middle)</p> <p>One Microsoft Way</p> <p>(Street)</p> <p>Redmond WA 98052-6399</p> <p>(City) (State) (Zip)</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p>MICROSOFT CORPORATION (MSFT)</p> <p>3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)</p>	<p>4. Statement for Month/Day/Year</p> <p>4/22/03</p> <p>5. If Amendment, Date of Original (Month/Day/Year)</p>	<p>6. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director</p> <p><input checked="" type="checkbox"/> Officer (give title below)</p> <p><input checked="" type="checkbox"/> 10% Owner</p> <p><input type="checkbox"/> Other (specify below)</p> <p>Chairman of the Board: Chief Software Architect</p> <p>7. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>
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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 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
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			Code	V	Amount	(A) or (D)	Price	(Instr. 3 and 4)		
Common Stock	4/22/03		S		60992	D	25.50			
Common Stock	4/22/03		S		47300	D	25.51			
Common Stock	4/22/03		S		223338	D	25.52			
Common Stock	4/22/03		S		160700	D	25.53			
Common Stock	4/22/03		S		127900	D	25.54			
Common Stock	4/22/03		S		109382	D	25.55			
Common Stock	4/22/03		S		81500	D	25.56			
Common Stock	4/22/03		S		90458	D	25.57			
Common Stock	4/22/03		S		25400	D	25.58			
Common Stock	4/22/03		S		65285	D	25.59			
Common Stock	4/22/03		S		82575	D	25.60			
Common Stock	4/22/03		S		110150	D	25.61			
Common Stock	4/22/03		S		47000	D	25.62			
Common Stock	4/22/03		S		69725	D	25.63			
Common Stock	4/22/03		S		50319	D	25.64			
Common Stock	4/22/03		S		158375	D	25.65			
Common Stock	4/22/03		S		43030	D	25.66			
Common Stock	4/22/03		S		57012	D	25.67			
Common Stock	4/22/03		S		39300	D	25.68			
Common Stock	4/22/03		S		13525	D	25.69			
Common Stock	4/22/03		S		21100	D	25.70			
Common Stock	4/22/03		S		48016	D	25.71			
Common Stock	4/22/03		S		76678	D	25.72			
Common Stock	4/22/03		S		68102	D	25.73			
Common Stock	4/22/03		S		3475	D	25.74			
Common Stock	4/22/03		S		59780	D	25.75			
Common Stock	4/22/03		S		56600	D	25.78			
Common Stock	4/22/03		S		2983	D	25.79	1201499336	D	
								428520(1)	I	

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										Held by spouse
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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 (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(s) (Instr. 4)	10. Ownership Form of Derivative Securities: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares						

Explanation of Responses:

(1) The reporting officer 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.

/s/ Michael Larson

4/22/03

** Signature of Reporting Person

Date

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Attorney-in-fact. Duly authorized under Special

Power of Attorney 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.

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).

** 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.

<http://www.sec.gov/divisions/corpfin/forms/form4.htm>

Last update: 09/05/2002