

MICROSOFT CORP
Form SC 13G/A
February 13, 2003

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

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No. 10)***

MICROSOFT CORPORATION

(Name of Issuer)

Common Stock, \$0.0000125 par value per share

(Title of Class of Securities)

594918104

(CUSIP Number)

December 31, 2002

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 594918104

-
1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).

William H. Gates III

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2. Check the Appropriate Box if a Member of a Group (See Instructions) (a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization

United States of America

Number of Shares Beneficially Owned by Each Reporting Person With:

5. Sole Voting Power

611,749,668

6. Shared Voting Power

-0-

7. Sole Dispositive Power

611,749,668

8. Shared Dispositive Power

-0-

9. Aggregate Amount Beneficially Owned by Each Reporting Person

611,749,668

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

11.4%

12. Type of Reporting Person (See Instructions)

IN

2

Item 1.

(a) Name of Issuer

Microsoft Corporation (the "Issuer")

(b) Address of Issuer's Principal Executive Offices

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One Microsoft Way, Redmond, Washington 98052

Item 2.

- (a) Name of Person Filing

William H. Gates III

- (b) Address of Principal Business Office or, if none, Residence

One Microsoft Way, Redmond, Washington 98052

- (c) Citizenship

United States of America

- (d) Title of Class of Securities

Common Stock, \$0.0000125 par value per share

- (e) CUSIP Number

594918104

Item 3.

Not Applicable.

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Item 4. Ownership

- (a) Amount beneficially owned:

611,749,668

- (b) Percent of class:

11.4%

- (c) Number of shares as to which the person has:

- (i) Sole power to vote or to direct the vote

611,749,668

- (ii) Shared power to vote or to direct the vote

-0-

- (iii) Sole power to dispose or to direct the disposition of

611,749,668

(iv) Shared power to dispose or to direct the disposition of

-0-

Item 5. Ownership of Five Percent or Less of a Class

Not Applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

Not Applicable.

Item 8. Identification and Classification of Members of the Group

Not Applicable.

Item 9. Notice of Dissolution of Group

Not Applicable.

Item 10. Certification

Not Applicable

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 12, 2003

Date

WILLIAM H. GATES III

By: /s/ MICHAEL LARSON

Name: Michael Larson*
Title: 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's Amendment No. 1 to Schedule 13D with respect to Pan American Silver Corp. on March 19, 2001, SEC File Number 005-52919, and incorporated by reference herein.

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SIGNATURE