

GATES WILLIAM H III
 Form 4
 May 08, 2008

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)
05/06/2008

Director 10% Owner
 Officer (give title below) Other (specify below)

REDMOND, WA 98052

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

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

(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 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	05/06/2008		S		399,300	D	\$ 29.55 831,407,526
Common Stock	05/06/2008		S		27,080	D	\$ 29.54 831,380,446
Common Stock	05/06/2008		S		37,000	D	\$ 29.535 831,343,446
Common Stock	05/06/2008		S		13,000	D	\$ 29.53 831,330,446
Common Stock	05/06/2008		S		19,926	D	\$ 29.525 831,310,520
	05/06/2008		S		30,074	D	\$ 29.52 831,280,446

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Common Stock							
Common Stock	05/06/2008	S	47,759	D	\$ 29.515	831,232,687	D
Common Stock	05/06/2008	S	254,698	D	\$ 29.51	830,977,989	D
Common Stock	05/06/2008	S	297,543	D	\$ 29.5	830,680,446	D
Common Stock	05/06/2008	S	59,100	D	\$ 29.45	830,621,346	D
Common Stock	05/06/2008	S	90,900	D	\$ 29.4	830,530,446	D
Common Stock	05/06/2008	S	11,942	D	\$ 29.33	830,518,504	D
Common Stock	05/06/2008	S	38,058	D	\$ 29.32	830,480,446	D
Common Stock	05/06/2008	S	37,534	D	\$ 29.31	830,442,912	D
Common Stock	05/06/2008	S	8,122	D	\$ 29.3	830,434,790	D
Common Stock	05/06/2008	S	4,344	D	\$ 29.29	830,430,446	D
Common Stock	05/06/2008	S	11,932	D	\$ 29.25	830,418,514	D
Common Stock	05/06/2008	S	11,460	D	\$ 29.24	830,407,054	D
Common Stock	05/06/2008	S	16,979	D	\$ 29.21	830,390,075	D
Common Stock	05/06/2008	S	26,608	D	\$ 29.2	830,363,467	D
Common Stock	05/06/2008	S	8,021	D	\$ 29.18	830,355,446	D
Common Stock	05/06/2008	S	11,101	D	\$ 29.16	830,344,345	D
Common Stock	05/06/2008	S	13,899	D	\$ 29.15	830,330,446	D
Common Stock	05/06/2008	S	50,000	D	\$ 29.02	830,280,446	D
Common Stock	05/06/2008	S	33,885	D	\$ 29.01	830,246,561	D
	05/06/2008	S	66,465	D	\$ 29	830,180,096	D

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Common
Stock

Common Stock	05/06/2008	S	35,820	D	\$ 28.99	830,144,276	D
Common Stock	05/06/2008	S	2,100	D	\$ 28.97	830,142,176	D
Common Stock	05/06/2008	S	11,730	D	\$ 28.94	<u>830,130,446</u> (1)	D

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

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(9-02)

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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

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

Signatures

William H. Gates III By: /s/ Michael Larson*,
Attorney-In-Fact 05/08/2008

__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) In addition, there are 425,066 shares owned by reporting person's spouse. 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.

Remarks:

* Duly authorized under Special Power of Attorney appointing Michael Larson attorney-in-fact, dated February 3, 2006, by an

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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