### MICROSOFT CORP

Form 4

November 17, 2006

# FORM 4

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

OMB 3235-0287 Number:

Estimated average

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Person

January 31, Expires: 2005

0.5

**OMB APPROVAL** 

Form 4 or Form 5 obligations may continue. See Instruction

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

burden hours per response...

1(b).

(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		
(Last)	(Last) (First) (Middle)		3. Date of Earliest Transaction	(Check all applicable)		
ONE MICROSOFT WAY			(Month/Day/Year) 11/15/2006	X Director 10% Owner Officer (give title below) Other (specify below)		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
REDMOND	WA 98052		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting		

### REDMOND, WA 98052

(City)	(State)	(Zip) Tab	le I - Non-	Derivative S	Securi	ties Acqu	ired, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transacti Code (Instr. 8)	4. Securities or Dispose (Instr. 3, 4	d of (I	<b>)</b> )	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)
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock	11/15/2006		S	85,000	D	\$ 29.35	939,414,336	D	
Common Stock	11/15/2006		S	115,000	D	\$ 29.34	939,299,336	D	
Common Stock	11/15/2006		S	25,000	D	\$ 29.33	939,274,336	D	
Common Stock	11/15/2006		S	35,000	D	\$ 29.32	939,239,336	D	
Common Stock	11/15/2006		S	100,000	D	\$ 29.31	939,139,336	D	
	11/15/2006		S	75,000	D	\$ 29.3	939,064,336	D	

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Common Stock							
Common Stock	11/15/2006	S	60,000	D	\$ 29.29	939,004,336	D
Common Stock	11/15/2006	S	80,000	D	\$ 29.28	938,924,336	D
Common Stock	11/15/2006	S	50,000	D	\$ 29.27	938,874,336	D
Common Stock	11/15/2006	S	25,000	D	\$ 29.26	938,849,336	D
Common Stock	11/15/2006	S	120,000	D	\$ 29.25	938,729,336	D
Common Stock	11/15/2006	S	55,000	D	\$ 29.24	938,674,336	D
Common Stock	11/15/2006	S	25,000	D	\$ 29.22	938,649,336	D
Common Stock	11/15/2006	S	25,000	D	\$ 29.19	938,624,336	D
Common Stock	11/15/2006	S	25,000	D	\$ 29.15	938,599,336	D
Common Stock	11/15/2006	S	40,000	D	\$ 29.14	938,559,336	D
Common Stock	11/15/2006	S	10,000	D	\$ 29.13	938,549,336	D
Common Stock	11/15/2006	S	50,000	D	\$ 29.11	938,499,336 (1)	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e	Securities	(Instr. 5)	Bene
	Derivative				Securities	S	(Instr. 3 and 4)		Owne
	Security				Acquired				Follo
					(A) or				Repo
					Disposed				Trans
					of (D)				(Instr
					(Instr. 3,				

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4, and 5)

							Amount
				Date	Evniration		or
				Exercisable	Expiration	Title	Number
				Exercisable	Date		of
Code	V	(A)	(D)				Shares

## **Reporting Owners**

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

# **Signatures**

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

\*\*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).
- 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 ar Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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