

MICROSOFT CORP
Form 4
November 21, 2002

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

OMB APPROVAL

FORM 4

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

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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

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| | | | | | | | | |
|--|--|--|---|--|--|--|--|--|
| 1. Name and Address of Reporting Person* | | | 2. Issuer Name and Ticker or Trading Symbol | | | 6. Relationship of Reporting Person(s) | | |
| Wilderotter, Mary Agnes | | | Microsoft Corporation (MSFT) | | | to Issuer (Check all applicable) | | |
| (Last) (First) (Middle) | | | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) | | | 4. Statement for Month/Day/Year | | |
| One Microsoft Way | | | | | | 11/20/2002 | | |
| (Street) | | | 5. If Amendment, Date of Original (Month/Day/Year) | | | 7. Individual or Joint/Group Filing (Check Applicable Line) | | |
| Redmond, WA 98052 | | | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | | |
| | | | | | | <input type="checkbox"/> Form filed by More than One Reporting Person | | |

| 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 & 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 & 4) | | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | | 7. Nature of Ownership (Instr. 4) | |
|---------------------------------|--|--|--------------------------------------|---|--|------------|--------------------------------|--|---|--|--|--|--|--|--|-----------------------------------|--|
| | | | Code | V | Amount | (A) or (D) | Price | | | | | | | | | | |
| Common Stock | | | | | | | | | | | | 0 | | D | | | |

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).

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

FORM 4 (continued) 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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 & 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported | 10. Ownership Form of Derivative Security: | 11. Nature of Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|--|--|------------------------------------|
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|--|--|------------------------------------|

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| | | Year) | (D) (Instr. 3, 4 & 5) | | Date Exer-cisable | Expira-tion Date | Title | Amount or Number of Shares | Transaction(s) (Instr. 4) | Direct (D) or Indirect (I) (Instr. 4) |
|--------------------------------------|---------|------------|--------------------------|---------|-------------------|------------------|--------------|----------------------------|---------------------------|---------------------------------------|
| | | | Code | V | | | | | | |
| Employee stock option (right to buy) | \$56.62 | 11/20/2002 | A | 300,000 | (1) | 11/20/12 | Common stock | 300,000 | 300,000 | D |

Explanation of Responses:

(1) This option was granted pursuant to the Microsoft Corporation Stock Option Plan, a Rule 16b-3 qualified plan, on the date and at the price indicated. This option becomes exercisable in accordance with a vesting schedule. Under this schedule, 1/8th of the option becomes exercisable 18 months after the grant date and an additional 1/8th becomes exercisable each 6 months thereafter.

By: /s/ **Shauna L. Vernal**

Shauna L. Vernal, Attorney-in-Fact for Mary Agnes

Wilderotter

**Signature of Reporting Person

11/21/02

Date

**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.

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