MICROSOFT CORP

Form 4

August 03, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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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

(Print or Type Responses)

1(b).

	Address of Reporting I	Symbol	2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (M		OSOFT C f Earliest T	ORP [MSFT]	(Check all applicable)				
ONE MICE	(Month/I 08/01/2	Day/Year) 2005		DirectorX Officer (give below) Seni					
		4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
REDMONI	D, WA 98053-639	9			Form filed by More than One Reporting Person				
(City)	(State)	(Zip) Tab	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Own						
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or	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	(A) or (D)	Price	Following Reported Transaction(s) (Instr. 3 and 4)	Indirect (I) (Instr. 4)	(Instr. 4)
Common Stock	08/01/2005	F		588	D	\$ 25.92	49,600	D	
Common Stock							20	I	By dependent child
Common Stock							20	I	By dependent child
Common Stock							20	I	By dependent child

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

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9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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 Exerc	cisable and	7. Titl	le and	8. Price of	9
	Derivative	Conversion	(Month/Day/Year)	Execution Date, if Transact		ionNumber	Expiration Date		Amount of		Derivative	J
	Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	,
	(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	;		Securities	(Instr. 5)]	
		Derivative			Securities		(In			3 and 4)		(
Security					Acquired	Acquired					J	
						(A) or						J
						Disposed						7
						of (D)						(
						(Instr. 3,						
						4, and 5)						
										Amount		
										or		
							Date	Expiration		Number		
							Exercisable	Date	Titic	of		
					Code V	(A) (D)				Shares		
					Code V	(II)				Dilaics		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

COLE DAVID WAYNE ONE MICROSOFT WAY REDMOND, WA 98053-6399

Senior Vice President

Signatures

Keith R. Dolliver, Attorney-in-Fact for David W. Cole

08/03/2005

**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).

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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