

MICROSOFT CORP
Form 4
January 21, 2003

FORM 4

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

OMB APPROVAL

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed By
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Section 16 Filer
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| | | | | | | | | |
|--|--|--|--|--|--|--|--|--|
| 1. Name and Address of Reporting Person* Burgum, Douglas J. (Last) (First) (Middle) | | | 2. Issuer Name and Ticker or Trading Symbol Microsoft Corporation (MSFT) | | | | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Senior Vice President | |
| One Microsoft Way (Street) | | | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) | | | | 4. Statement for Month/Day/Year 01/06/03 | |
| Redmond, WA 98052 (City) (State) (Zip) | | | 5. If Amendment, Date of Original (Month/Day/Year) | | | | 7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | |

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 & 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 & 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 | 01/06/03 | | G | V | 401 | D | N/A | | | |
| Common Stock | 01/06/03 | | G | V | 401 | D | N/A | | | |
| Common Stock | 01/06/03 | | G | V | 401 | D | N/A | 1,239,306 | D | |
| Common Stock | | | | | | | | 27,641 ⁽¹⁾ | I | Joseph Ernest Burgum Trust |
| Common Stock | | | | | | | | 27,642 ⁽¹⁾ | I | Jessamine Ada Burgum Trust |
| Common Stock | | | | | | | | 27,642 ⁽¹⁾ | I | Thomas Alton Burgum Trust |
| Common Stock | | | | | | | | 29,816 ⁽¹⁾ | I | By spouse |
| Common Stock | | | | | | | | 18,107 ⁽¹⁾ | I | By son |

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| | | | | | | | | | | |
|--------------|--|--|--|--|--|--|--|-------|---|----------------|
| Common Stock | | | | | | | | 2,645 | I | 401(k) account |
|--------------|--|--|--|--|--|--|--|-------|---|----------------|

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 (D) (Instr. 3, 4 & 5) | 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 Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|--|---|---|-----------------------------------|---|---|-----------------|--|----------------------------|---|---|---|---|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| | | | | | | | | | | | | | |

Explanation of Responses:

(1) Represents shares held by member of reporting person's household. The reporting person disclaims beneficial ownership of these shares.

By: /s/ **Shauna L. Vernal** **01/16/03**
Shauna L. Vernal, Attorney-in-Fact for Douglas J. Burgum Date

Burgum
 **Signature of Reporting Person

**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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