NOSKI CHARLES H

Form 4

September 09, 2011

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB

Check this box if no longer subject to

Washington, D.C. 20549

3235-0287 Number: January 31, Expires:

2005

OMB APPROVAL

Section 16. Form 4 or Form 5

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

Estimated average burden hours per response... 0.5

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * NOSKI CHARLES H

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

MICROSOFT CORP [MSFT]

(Check all applicable)

(Last)

(City)

(First) (Middle) 3. Date of Earliest Transaction

X_ Director 10% Owner Officer (give title Other (specify

C/O MICROSOFT CORPORATION, ONE MICROSOFT WAY

> (Street) 4. If Amendment, Date Original

> > (Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

(Month/Day/Year)

09/08/2011

X Form filed by One Reporting Person Form filed by More than One Reporting

below)

REDMOND, WA 98052-6399

(State)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(Zip)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

6. Ownership 7. Nature of 5. Amount of Securities Form: Direct Indirect Beneficially (D) or Beneficial Indirect (I) Ownership Owned (Instr. 4) Following (Instr. 4)

Reported (A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

By Charles H. Noski

Common Stock

12,180 Ι and Lisa J. Noski Revocable

Trust

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

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number.

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

 Title of Derivative 	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. 5. Number Transactionof			nber	6. Date Exercisable and Expiration Date		7. Title and Amount of Underlying Securities		8. Price Deriva
Security (Instr. 3)	or Exercise Price of Derivative Security	(Mondin Day, Tear)	(Month/Day/Year)	Code (Instr.	de Derivative		(Month/Day/Year)		(Instr. 3 and 4)		Securit (Instr.	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	<u>(1)</u>	09/08/2011		A	V	295 (2)		(3)	(3)	Common Stock	295	\$ (

Reporting Owners

Relationships

Reporting Owner Name / Address $\begin{array}{ccc} \text{Director} & 10\% & \text{Officer} & \text{Other} \end{array}$

NOSKI CHARLES H C/O MICROSOFT CORPORATION ONE MICROSOFT WAY REDMOND, WA 98052-6399



Signatures

Keith R. Dolliver, Attorney-in-Fact for Charles H.
Noski
09/09/2011

**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) Each restricted stock unit represents a contingent right to receive one share of Microsoft common stock.
- (2) Dividend equivalent rights accrue when and as dividends are paid on the Company's common stock and become exercisable proportionately with the restricted stock units to which they relate.
- (3) The restricted stock units are fully vested. Delivery of the shares to the reporting person will be made thirty days after the date of the reporting person's separation from service to the Board of Directors.

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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