#### MICROSOFT CORP

Form 4

February 01, 2007

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB

**OMB APPROVAL** 

Number:

3235-0287

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January 31, 2005

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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

1(b).

(Print or Type Per

See Instruction

(Print or Type R	(esponses)								
1. Name and Address of Reporting Person ** NOSKI CHARLES H			Symbol		Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of	Earliest Tr	ransaction	(Cli	cen un appneue		
C/O MICROSOFT CORPORATION, ONE MICROSOFT WAY			(Month/D 01/31/20	•		_X Director Officer (gibelow)	ve title 10 below)	% Owner ther (specify	
		4. If Amer	ndment, Da	ite Original	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
		Filed(Mon	th/Day/Year	)					
REDMOND	99				Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Table	e I - Non-D	Perivative Securities Ac	equired, Disposed	of, or Benefici	ally Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year			3. Transaction Code	4. Securities onAcquired (A) or Disposed of (D)	5. Amount of Securities Beneficially	6. Ownership Form: Direct (D) or	7. Nature of Indirect Beneficial	

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. Securit onAcquired Disposed (Instr. 3,	(A) or of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock					, ,	5,067 <u>(1)</u>	D	
Common Stock						7,113 <u>(1)</u>	I	By Charles H. Noski and Lisa J. Noski Revocable Trust
Common Stock						1,000	I	By Trust for benefit of minor child

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By Trust for Common 400 I benefit of Stock minor child

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(9-02)

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. Transacti Code (Instr. 8)	5. Number on Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. P Der Sec (Ins
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(2)	01/31/2007		A	7,128	<u>(3)</u>	(3)	Common Stock	7,128	

## **Reporting Owners**

#### Relationships

Reporting Owner Name / Address 10% Director Officer Other Owner

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

X

**Signatures** 

John A. Seethoff, Attorney-in-Fact for Charles H. 02/01/2007 Noski

> \*\*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).

Reporting Owners 2

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- (1) Represents change in form of ownership of 800 shares from directly to indirectly owned.
- (2) Each restricted stock unit represents a contingent right to receive one share of Microsoft common stock.
- (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
- (4) Includes 1 share as a result of fractional shares that have accumulated over the past year.

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.