#### **GATES WILLIAM H III**

Form 4 May 09, 2008

# FORM 4

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

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 OF **SECURITIES** 

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

Symbol

(Print or Type Responses)

(Last)

1. Name and Address of Reporting Person \* **GATES WILLIAM H III** 

(First)

ONE MICROSOFT WAY

(Street)

(Middle)

(Month/Day/Year) 05/07/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

3. Date of Earliest Transaction

MICROSOFT CORP [MSFT]

5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Issuer

(Check all applicable)

\_X\_\_ Director 10% Owner Officer (give title Other (specify below)

**OMB APPROVAL** 

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

Expires:

response...

6. Individual or Joint/Group Filing(Check

Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting Person

REDMOND, WA 98052

(City)	(State)	(Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owner							y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transacti Code (Instr. 8)	(A)			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	or (D)	Price	(Instr. 3 and 4)		
Common Stock	05/07/2008		S	50,000	D	\$ 30.06	830,080,446	D	
Common Stock	05/07/2008		S	64,850	D	\$ 29.99	830,015,596	D	
Common Stock	05/07/2008		S	35,150	D	\$ 29.98	829,980,446	D	
Common Stock	05/07/2008		S	30,143	D	\$ 29.97	829,950,303	D	
Common Stock	05/07/2008		S	23,400	D	\$ 29.96	829,926,903	D	
	05/07/2008		S	196,457	D		829,730,446	D	

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Common Stock					\$ 29.95		
Common Stock	05/07/2008	S	56,792	D	\$ 29.93	829,673,654	D
Common Stock	05/07/2008	S	50,000	D	\$ 29.9	829,623,654	D
Common Stock	05/07/2008	S	23,123	D	\$ 29.89	829,600,531	D
Common Stock	05/07/2008	S	26,877	D	\$ 29.88	829,573,654	D
Common Stock	05/07/2008	S	100,000	D	\$ 29.82	829,473,654	D
Common Stock	05/07/2008	S	50,000	D	\$ 29.77	829,423,654	D
Common Stock	05/07/2008	S	50,000	D	\$ 29.76	829,373,654	D
Common Stock	05/07/2008	S	50,000	D	\$ 29.7	829,323,654	D
Common Stock	05/07/2008	S	40,760	D	\$ 29.66	829,282,894	D
Common Stock	05/07/2008	S	78,622	D	\$ 29.64	829,204,272	D
Common Stock	05/07/2008	S	13,826	D	\$ 29.63	829,190,446	D
Common Stock	05/07/2008	S	60,000	D	\$ 29.59	829,130,446 (1)	D

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

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.

SEC 1474

(9-02)

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 Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orNumber	Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e	Securities	(Instr. 5)	Bene
	Derivative				Securities	S	(Instr. 3 and 4)		Own
	Security				Acquired				Follo
	-				(A) or				Repo
					Disposed				Trans
					of (D)				(Instr
					(Instr. 3.				·

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4, and 5)

Date Expiration Or Number Of Shares

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer Other				
GATES WILLIAM H III							
ONE MICROSOFT WAY	X						
REDMOND, WA 98052							

## **Signatures**

William H. Gates III By: /s/ Michael Larson\*, Attorney-In-Fact

05/09/2008

\*\*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).
- In addition, there are 425,066 shares owned by reporting person's spouse. The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purposes.

#### **Remarks:**

\* Duly authorized under Special Power of Attorney appointing Michael Larson attorney-in-fact, dated February 3, 2006, by ar 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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