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BORLAND SOFTWARE CORP
Form SC 13G/A
February 14, 2002

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934
Amendment No. 1

Borland Software Corporation (formerly Inprise Corp)

(Name of Issuer)

Common Stock

(Title of Class of Securities)

099849101

(CUSIP Number)

February 14, 2002

(Date of Event which Requires Filing of this Statement)

John Seethoff
Deputy General Counsel, Finance and Operations
One Microsoft Way
Redmond, Washington 98052-6399
(425) 882-8080

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

Check the appropriate box to designate the rule pursuant to which this schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and

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for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 099849101

1. Name of reporting person S.S., or I.R.S. Identification No. of above person
Microsoft Corporation 91-1144442

2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)

3. SEC Use Only

4. Citizenship or Place of Organization
State of Washington

Number of Shares Beneficially Owned by Each Reporting Person With:	5. Sole Voting Power	5,203,152
	6. Shared Voting Power	-0-
	7. Sole Dispositive Power	5,203,152
	8. Shared Dispositive Power	-0-

9. Aggregate Amount Beneficially Owned by Each Reporting Person
5,203,152

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9)

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7.94%

12. Type of Reporting Person
CO

Item 1.

- (a) Name of Issuer: Borland Software Corporation (the "Company")
- (b) Address of principal executive offices of the Issuer:
100 Enterprise Way, Scotts Valley, CA 95066-3249

Item 2.

- (a) Name of Person Filing: Microsoft Corporation, a Washington corporation
- (b) Address of Principal Business Office: One Microsoft Way, Redmond,
Washington 98052
Attention: Deputy General Counsel, Finance and Operations
- (c) Citizenship: State of Washington.
- (d) Title of Class of Securities: Common Stock
- (e) CUSIP Number: 09984901

Item 3. Not Applicable.

Item 4. Ownership

- (a) Amount beneficially owned: 5,203,152, comprising 2,138,547 shares of common stock and 285 shares of Series C preferred stock, convertible at a rate of 10,753 shares of common stock per share of Series C stock.
- (b) Percent of class: 7.94%, based upon 65,559,233 shares of Common Stock outstanding as of October 31, 2001, and Microsoft's right to convert, effective June 11, 2001, 625 shares of Series C Convertible Preferred Stock in Common Stock of Borland. This assumes a conversion rate of 10,753 and a conversion value of \$3.72 per common share as described in the Certificate of Designation of Series C Convertible Preferred Stock of Inprise Corporation, as corrected (as filed with the Commission July 6, 1999). Since June 11, 2001, a total of 340 shares of Series C stock have been converted to Common Stock.
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote: 5,203,152
 - (ii) Shared power to vote or to direct the vote: 0
 - (iii) Sole power to dispose or to direct the disposition of: 5,203,152

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(iv) Shared power to dispose or to direct the disposition of: 0

- Item 5. Ownership of Five Percent or Less of a Class: Not Applicable.
- Item 6. Ownership of More than Five Percent on Behalf of Another Person: Not Applicable.
- Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company: Not Applicable.
- Item 8. Identification and Classification of Members of the Group: Not Applicable.
- Item 9. Notice of Dissolution of a Group: Not Applicable.
- Item 10. Certification: By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 14, 2002

MICROSOFT CORPORATION

By /s/ John G. Connors

John G. Connors
Senior Vice President; Chief Financial Officer