

MICROSOFT CORP
Form 5
July 08, 2005

FORM 5

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

OMB APPROVAL

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Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
MATHEW MICH

(Last) (First) (Middle)

ONE MICROSOFT WAY

(Street)

REDMOND, WA 98052-6399

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MICROSOFT CORP [MSFT]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
06/30/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Senior Vice President

6. Individual or Joint/Group Reporting

(check applicable line)

Form Filed by One Reporting Person
 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 and 5)	(A) or (D)	Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	^	^	^	^	^	^	40,502 ⁽¹⁾	D	^
Common Stock	^	^	^	^	^	^	1,626 ⁽²⁾	I	By 401(k)
Common Stock	^	^	^	^	^	^	499,201	I	By Spouse

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

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- (2) 401(k) balance as of June 30, 2005.
- (3) This option was previously reported as an option covering 320,000 shares at an exercise price of \$27.9375 per share and has been adjusted in connection with the \$3.00 special dividend paid to shareholders of record on November 17, 2004.
- (4) 266,667 shares are vested and immediately exercisable, 44,444 shares will vest and become exercisable on August 20, 2005 and 44,445 shares will vest and become exercisable on February 20, 2006.
- (5) This option was previously reported as an option covering 230,000 shares at an exercise price of \$23.99 per share and has been adjusted in connection with the \$3.00 special dividend paid to shareholders of record on November 17, 2004.
- 95,833 shares are vested and immediately exercisable, 31,945 shares will vest and become exercisable on July 31, 2005, 31,944 shares
- (6) will vest and become exercisable on January 31, 2006, 31,945 shares will vest and become exercisable on July 31, 2006, 31,944 shares will vest and become exercisable on January 31, 2007, and 31,945 shares will vest and become exercisable on July 31, 2007.

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