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MICROSOFT CORP Form 4 April 29, 2003

FORM 4

_ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed By Romeo and Dye's Section 16 Filer www.section16.net

OMB APPROVAL

1. Name and Address of Reporting Person*					me and Tic		6. Relationship of Reporting Person(s)					
			3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)					statement for nth/Day/Year 5/03	X Director 10% Owner X Officer (give Other (specify the Chairman of the Software Arch			
Redmond, WA	98052-6399						Dat (Mo	e of Original onth/Day/Year)	(Check Applica X Form filed by Person Form filed by Reporting Perso	ble Line) One Reporting More than One		
(City)	(State)	(Zip)	Γ	able	I Non-E	Deriva t	urities Acquired, Di	sposed of, or Bene	ficially Owned			
1. Title of Security (Instr. 3)	2. Trans- action Date (Month/ Day/ Year)	ion Execution te Date, onth/ Day/ if any			4. Securitie (A) or Disp (Instr. 3, 4 Amount	osed (& 5) (A)		5. Amount of Securities Beneficially Owned Follow-	6. Owner- ship Form: Direct (D) or Indirect (I)	_		
	i ear)	(Month/Day/ Year)				or (D)		ing Reported Transactions(s) (Instr. 3 & 4)	(Instr. 4)	(Instr. 4)		
Common Stock	4/25/03		S		70293	D	25.18	3				
Common Stock	4/25/03		S		14707	D	25.19					
Common Stock	4/25/03		S		65000	D	25.20					
Common Stock	4/25/03		S		51887	D	25.21					
Common Stock	4/25/03		S		50000	D	25.22					
Common Stock	4/25/03		S		9341	D	25.24	l .				
Common Stock	4/25/03		S		160000	D	25.25					
Common Stock	4/25/03		S		323772	D	25.26					

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Common Stock	4/25/03	S	205000	D	25.27			
Common Stock	4/25/03	S	58200	D	25.29			
Common Stock	4/25/03	S	531200	D	25.30			
Common Stock	4/25/03	S	79673	D	25.31			
Common Stock	4/25/03	S	400000	D	25.32			
Common Stock	4/25/03	S	125000	D	25.33			
Common Stock	4/25/03	S	463900	D	25.35			
Common Stock	4/25/03	S	175000	D	25.36			
Common Stock	4/25/03	S	5000	D	25.37			
Common Stock	4/25/03	S	25000	D	25.38			
Common Stock	4/25/03	S	137041	D	25.39			
Common Stock	4/25/03	S	570494	D	25.40			
Common Stock	4/25/03	S	227897	D	25.41			
Common Stock	4/25/03	S	186595	D	25.42			
Common Stock	4/25/03	S	15000	D	25.43			
Common Stock	4/25/03	S	50000	D	25.45	1192499336	D	
Common Stock						428520 <u>(1)</u>	I	Held by spouse

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

FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)

		ergry pares,	, ,		/ 1 /					
2. Conver-	3.	3A.	4.	5.	6. Date Exercisable	7. Title and	8. Price of	9. Number of	10.	11. Nature
sion or	Trans-	Deemed	Trans-	Number	and Expiration	Amount of	Derivative	Derivative	Owner-	of Indirect
Exercise	action	Execution	action	of	Date	Underlying	Security	Securities	ship	Beneficial
Price of	Date	Date,	Code	Derivati	(MeIonth/Day/	Securities	(Instr. 5)	Beneficially	Form	Ownership
Derivative		if any		Securition	X ear)	(Instr. 3 & 4)		Owned	of Deriv-	(Instr. 4)
Security	(Month/	(Month/	(Instr.	Acquire	d			Following	ative	
	,		8)	(A) or				Reported	Security:	
	Year)	Year)		Dispose	d			Transaction(s)	Direct	
				of (D)				(Instr. 4)	(D)	
	sion or Exercise Price of Derivative Security	2. Conver- 3. Trans- action Price of Derivative Security (Month/ Day/	2. Conver- 3. 3A. sion or Trans- Deemed Exercise action Date, Derivative Security (Month/ Day/ Day/	2. Conversion or Trans-Exercise action Date Demed Detervative Security (Month/Day/Year) 3. 3A. 4. Trans-Execution action Date, Code if any (Month/Day/Year) (Instr. 8)	2. Conversion or Trans- Deemed Trans- Number Exercise action Date Date, Code Derivative Security (Month/ Day/ Day/ B) (A) or	2. Conversion or Trans- sion or Exercise action Date Date, Code Derivative Security (Month/Day/Year) 2. Conversion 3. 3A. 4. 5. 6. Date Exercisable Number and Expiration of Date Derivative Month/Day/Securitive Securitive Securitive Securitive Security (Month/Day/Year) 3. 3A. 4. 5. 6. Date Exercisable Number and Expiration of Date Derivative Securitive Securiti Securitive Securitive Securitive Securitive Securitive Securitiv	2. Conversion or Trans- Deemed Trans- action Date Date, Derivative Security (Month/ Day/ Year) 3. 3A. 4. 5. 6. Date Exercisable Amount of Date Date Date, Code Derivative Securities Securities 5. 6. Date Exercisable Amount of Date Underlying Date Derivative Securities Securities (Instr. 3 & 4)	2. Conversion or Frans-Deemed Trans-action Date Date Derivative Security Security (Month/Day/Year) 3. 3A. 4. 5. 6. Date Exercisable Amount of Derivative Securities Of Date Date Securities (Instr. 3 & 4) 5. 6. Date Exercisable Amount of Derivative Securities (Instr. 3 & 4) 7. Title and Amount of Derivative Securities (Instr. 3 & 4) 8. Price of Derivative Securities (Instr. 3 & 4)	2. Conversion or Trans- Deemed Exercise action Date Date, Derivative Security (Month/ Day/ Year) 3. 3A. 4. 5. 6. Date Exercisable Number and Expiration of Date Exercise Date Number and Expiration of Date Execution action of Date Date, Code Derivative Month/Day/ Securities (Instr. 3 & 4) 5. 6. Date Exercisable Amount of Derivative Securities (Instr. 3 & 4) 6. Date Exercisable Amount of Derivative Securities (Instr. 5) 7. Title and Amount of Derivative Securities (Instr. 5) 8. Price of Derivative Securities (Instr. 3 & 4) 9. Number of Derivative Securities (Instr. 5) 9. Number of Derivative Securities (Instr. 5)	2. Conversion or Trans- Deemed Trans- Deemed Trans- action Date Derivative Security Security Security (Month/ Day/ Year) 3. 3A. 4. 5. 6. Date Exercisable Amount of Derivative Date Exercise Date Date Security (Month/ Day/ Year) 5. 6. Date Exercisable Amount of Derivative Securities Underlying Securities (Instr. 3 & 4) 6. Date Exercisable Amount of Derivative Derivative Securities (Instr. 3 & 4) 6. Date Exercisable Amount of Derivative Derivative Owner-Securities Securities (Instr. 3 & 4) 7. Title and Amount of Derivative Derivative Derivative Owner-Securities Securities (Instr. 5) 8. Price of Derivative Derivative Derivative Derivative Derivative Owner-Securities (Instr. 5) 8. Price of Derivative Derivative Derivative Derivative Derivative Owner-Securities (Instr. 5) 8. Price of Derivative Derivative Derivative Derivative Derivative Owner-Securities (Instr. 5) 8. Price of Derivative Derivative Derivative Derivative Derivative Owner-Securities (Instr. 5) 8. Price of Derivative Derivative Derivative Derivative Derivative Owner-Securities (Instr. 5) 8. Price of Derivative Derivative Derivative Derivative Derivative Owner-Securities (Instr. 5) 8. Price of Derivative Derivative Derivative Derivative Derivative Derivative Derivative Derivative Derivative Owner-Security (Instr. 5) 8. Price of Derivative D

^{*} If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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								-	
		(Ins	tr.						or Indirect
		3, 4	&						(I)
		5)							(Instr. 4)
	Code V	(A)	(D)	Date	Expira-	Title	Amount		
				Exer-cisable	tion		or		
					Date		Number		
							of		
							Shares		

Explanation of Responses:

(1) 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 purpose.

By: /s/ Michael Larson

4/25/03

Date

Attorney-in-fact. Duly authorized under Special Power of Attorney appointing Michael Larson attorney-in-fact, dated March 14, 2001, by and on behalf of William H. Gates III, filed as Exhibit B to Cascade Investment's Amendment No. 1 to Schedule 13D with respect to Pan American Silver Corp. on March 19, 2001, SEC File No. 005-52919, and incorporated by reference herein.

**Signature of Reporting Person

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.

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 Number.

^{**}Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).