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

Form 4

November 15, 2005

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

**OMB APPROVAL** 

response...

Section 16. Form 4 or

Check this box

if no longer

subject to

Form 5 obligations may continue. See Instruction

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

(Print or Type Responses)

1(b).

(Last)

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

(First)

(Street)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Middle)

MICROSOFT CORP [MSFT]

(Check all applicable)

ONE MICROSOFT WAY

3. Date of Earliest Transaction (Month/Day/Year)

\_X\_ Director X\_ Officer (give title

10% Owner Other (specify

11/10/2005

below) Chairman of the Board

6. Individual or Joint/Group Filing(Check Applicable Line)

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

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

REDMOND, WA 98052

(City)	(State)	(Zip) Tal	ble I - Non-Derivative Securities Acqu		uired, 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. Transactio Code (Instr. 8)	4. Securitie oner Disposer (Instr. 3, 4	d 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	11/10/2005		S	32,475	D	\$ 27.1	1,007,466,861	D	
Common Stock	11/10/2005		S	111,295	D	\$ 27.09	1,007,355,566	D	
Common Stock	11/10/2005		S	181,230	D	\$ 27.08	1,007,174,336	D	
Common Stock	11/10/2005		S	50,000	D	\$ 27.07	1,007,124,336	D	
Common Stock	11/10/2005		S	30,000	D	\$ 27.06	1,007,094,336	D	
	11/10/2005		S	164,642	D		1,006,929,694	D	

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Common Stock					\$ 27.05		
Common Stock	11/10/2005	S	165,419	D	\$ 27.04	1,006,764,275	D
Common Stock	11/10/2005	S	110,991	D	\$ 27.03	1,006,653,284	D
Common Stock	11/10/2005	S	119,148	D	\$ 27.02	1,006,534,136	D
Common Stock	11/10/2005	S	5,852	D	\$ 27.01	1,006,528,284	D
Common Stock	11/10/2005	S	328,948	D	\$ 27	1,006,199,336	D
Common Stock	11/10/2005	S	50,000	D	\$ 26.97	1,006,149,336	D
Common Stock	11/10/2005	S	126,301	D	\$ 26.96	1,006,023,035	D
Common Stock	11/10/2005	S	23,699	D	\$ 26.94	1,005,999,336	D
Common Stock	11/10/2005	S	17,409	D	\$ 26.93	1,005,981,927	D
Common Stock	11/10/2005	S	193,489	D	\$ 26.92	1,005,788,438	D
Common Stock	11/10/2005	S	124,603	D	\$ 26.91	1,005,663,835	D
Common Stock	11/10/2005	S	164,499	D	\$ 26.9	1,005,499,336 (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	Transacti	onNumber	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)		Owne
	Security				Acquired				Follo
					(A) or				Repo
					Disposed				Trans
					of (D)				(Instr
					(Instr. 3.				

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4, and 5)

Date Expiration Exercisable Date

Code V (A) (D)

Amount or Number of Shares

# **Reporting Owners**

Reporting Owner Name / Address	Relationships							
Toporous o mar round / radicoss	Director	10% Owner	Officer	Other				
GATES WILLIAM H III ONE MICROSOFT WAY	X		Chairman of the Board					
REDMOND, WA 98052								

## **Signatures**

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

11/15/2005

\*\*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 purpose of Section 16 or for any other purposes.

#### **Remarks:**

\* Duly authorized under Special Power of Attorney appointing Michael Larson attorney-in-fact, dated February 4, 2005, 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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