GATES WILLIAM H III

Form 4 May 03, 2007

FORM 4

Section 16.

Form 4 or

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

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **GATES WILLIAM H III** Issuer Symbol MICROSOFT CORP [MSFT] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director 10% Owner Other (specify Officer (give title ONE MICROSOFT WAY 05/01/2007 below) (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

REDMOND, WA 98052

(City)	(State)	(Zip) Tab	le I - Non-	Derivative S	quired, 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. Transactic Code (Instr. 8)	4. Securities or Disposed (Instr. 3, 4	d of (E and 5)))	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	5. Amount of 6. Ownership Form: Dwned Direct (D) Following or Indirect Reported (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	05/01/2007		S	12,500	D	\$ 30.41	917,486,836	D	
Common Stock	05/01/2007		S	126,463	D	\$ 30.4	917,360,373	D	
Common Stock	05/01/2007		S	55,800	D	\$ 30.38	917,304,573	D	
Common Stock	05/01/2007		S	79,737	D	\$ 30.37	917,224,836	D	
Common Stock	05/01/2007		S	126,715	D	\$ 30.36	917,098,121	D	
	05/01/2007		S	433,167	D		916,664,954	D	

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Common Stock					\$ 30.35		
Common Stock	05/01/2007	S	103,918	D	\$ 30.34	916,561,036	D
Common Stock	05/01/2007	S	30,600	D	\$ 30.33	916,530,436	D
Common Stock	05/01/2007	S	41,589	D	\$ 30.32	916,488,847	D
Common Stock	05/01/2007	S	56,758	D	\$ 30.31	916,432,089	D
Common Stock	05/01/2007	S	277,066	D	\$ 30.3	916,155,023	D
Common Stock	05/01/2007	S	111,853	D	\$ 30.29	916,043,170	D
Common Stock	05/01/2007	S	75,900	D	\$ 30.28	915,967,270	D
Common Stock	05/01/2007	S	27,600	D	\$ 30.27	915,939,670	D
Common Stock	05/01/2007	S	380,307	D	\$ 30.26	915,559,363	D
Common Stock	05/01/2007	S	237,827	D	\$ 30.25	915,321,536	D
Common Stock	05/01/2007	S	233,684	D	\$ 30.24	915,087,852	D
Common Stock	05/01/2007	S	64,216	D	\$ 30.23	915,023,636	D
Common Stock	05/01/2007	S	28,900	D	\$ 30.22	914,994,736	D
Common Stock	05/01/2007	S	95,536	D	\$ 30.21	914,899,200	D
Common Stock	05/01/2007	S	166,596	D	\$ 30.2	914,732,604	D
Common Stock	05/01/2007	S	60,168	D	\$ 30.19	914,672,436	D
Common Stock	05/01/2007	S	20,500	D	\$ 30.18	914,651,936	D
Common Stock	05/01/2007	S	42,700	D	\$ 30.17	914,609,236	D
Common Stock	05/01/2007	S	28,900	D	\$ 30.16	914,580,336	D
	05/01/2007	S	22,100	D		914,558,236	D

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Common Stock					\$ 30.15		
Common Stock	05/01/2007	S	37,300	D	\$ 30.13	914,520,936	D
Common Stock	05/01/2007	S	13,000	D	\$ 30.12	914,507,936	D
Common Stock	05/01/2007	S	8,600	D	\$ 30.09	914,499,336 (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 SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(9-02)

9. Nu Deriv Secu Bene Own Follo Repo Trans (Insti

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Secur (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
Fg	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*, 05/03/2007 Attorney-In-Fact

**Signature of Reporting Person Date

3 Reporting Owners

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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
- (1) 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 an 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.