

MICROSOFT CORP

Form 4/A

June 01, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

**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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
REED WILLIAM JR

(Last) (First) (Middle)

1402 - 3RD AVENUE, SUITE
1318, JOSEPH VANCE BUILDING

(Street)

SEATTLE, WA 98101

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
10/28/2004

4. If Amendment, Date Original
Filed(Month/Day/Year)
11/01/2004

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(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)	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	10/28/2004		G	V 4,223 ⁽¹⁾ D \$ 0	1,017,777 ⁽²⁾	I	Riviera LLC
Common Stock	10/28/2004		S	153,746 ⁽³⁾ D \$ 0 ⁽³⁾	0 ⁽³⁾	I	Riviera LLC
Common Stock					185,744	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
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SEC 1474
(9-02)

number.

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. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Date S (I
				Code	V	(A)	(D)	
Stock Option (Right to Buy)	\$ 70.5	10/28/2004		S		3,009 (3)	01/04/2000 01/04/2009	Common Stock 3,009

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
REED WILLIAM JR 1402 - 3RD AVENUE, SUITE 1318 JOSEPH VANCE BUILDING SEATTLE, WA 98101	X

Signatures

W. G. Reed, Jr. 05/31/2005

__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).

(1) The reporting person gifted 0.4132% interest in the LLC held by the reporting person and his spouse as community property.

(2) The reporting person disclaims beneficial ownership of the shares held by the LLC except to the extent of his pecuniary interest therein.

The reporting person sold the remaining 15.0436% interest in the LLC consisting of stock and stock options, held by the reporting person
(3) and his spouse as community property, for an aggregate price of \$3,106,499.48. The reporting person and his spouse retain no further interest in the LLC.

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.