

Nadella Satya  
Form 3  
February 18, 2011

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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

(Print or Type Responses)

|  |         |                                      |   |  |
|--|---------|--------------------------------------|---|--|
| 1. Name and Address of Reporting Person      |         | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol   |  |
| *<br>Nadella Satya                           |         | (Month/Day/Year)                     | MICROSOFT CORP [MSFT]   |  |
| (Last)                                       | (First) | (Middle)                             | 02/09/2011  |  |
| C/O MICROSOFT CORPORATION, ONE MICROSOFT WAY |         |                                      | 4. Relationship of Reporting Person(s) to Issuer  |  |
| (Street)                                     |         |                                      | (Check all applicable)  |  |
| REDMOND, WA 98052-6399                       |         |                                      | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other<br>(give title below) (specify below)<br>President, Server and Tools |  |
| (City)                                       | (State) | (Zip)                                | 6. Individual or Joint/Group Filing (Check Applicable Line)   |  |
|  |         |                                      | <input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person   |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock                       | 217,499 <sup>(1)</sup>                                   | D   |  |

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

SEC 1473 (7-02)

**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.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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|                     |                    |       |                                  |          |  |
|---------------------|--------------------|-------|----------------------------------|----------|--|
| Date<br>Exercisable | Expiration<br>Date | Title | Amount or<br>Number of<br>Shares | Security | Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) |
|---------------------|--------------------|-------|----------------------------------|----------|--|

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                               |       |
|---|---------------|-----------|-------------------------------|-------|
|   | Director      | 10% Owner | Officer                       | Other |
| Nadella Satya<br>C/O MICROSOFT CORPORATION<br>ONE MICROSOFT WAY<br>REDMOND, WA 98052-6399 | Â             | Â         | Â President, Server and Tools | Â     |

## Signatures

|  |            |
|--|------------|
| Keith R. Dolliver, Attorney-in-Fact for Satya<br>Nadella | 02/18/2011 |
| **Signature of Reporting Person                          | Date       |

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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 does not directly or indirectly own any shares. This number represents stock awards that vest, subject to continued employment, as follows: 5,496 shares on August 29, 2011, 64,996 shares on August 31, 2011, 5,497 shares on August 29, 2012, 49,998 shares on August 31, 2012, 5,497 shares on August 29, 2013, 35,903 shares on August 31, 2013, 7,303 shares on August 31, 2014, 21,404 shares on October 21, 2011, and 21,405 shares on October 21, 2012.

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.