MICROSOFT CORP

Form 4 August 01, 2006

FORM 4

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

OMB APPROVAL OMB

Number:

3235-0287 January 31,

2005

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

Estimated average burden hours per

response...

Expires:

if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

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

1(b).

Common

Stock

07/31/2006

(Print or Type Responses)

See Instruction

1. Name and RAIKES J	Address of Reporting EFFREY S	Person * 2. Issue Symbol	2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer				
		MICRO	MICROSOFT CORP [MSFT]		(Check all applicable)					
(Last)	(First) (Middle) 3. Date of	f Earliest Tı	ransaction		••				
		(Month/E	Day/Year)		Director	10%				
C/O MICR	07/31/2	07/31/2006			_X_ Officer (give title Other (specify					
CORPOR	ATION, ONE				below) President	below) t, Business Divi	sion			
MICROSC	OFT WAY				1 Testacin	i, Dusiness Divi	31011			
	(Street)	4. If Ame	4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check				
DEDMON	D WA 00052 (2	,				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting				
REDMON	D, WA 98052-63	99			Person					
(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative Securities Acq	uired, Disposed of	f, or Beneficial	ly Owned			
1.Title of	2. Transaction Dat	e 2A. Deemed	3.	4. Securities Acquired	5. Amount of	6. Ownership	7. Nature of			
Security	(Month/Day/Year)	Execution Date, if	Transaction	on(A) or Disposed of (D)	Securities	Form: Direct	Indirect			
(Instr. 3)		any	Code	(Instr. 3, 4 and 5)	Beneficially	(D) or	Beneficial			
		(Month/Day/Year)	(Instr. 8)		Owned	Indirect (I)	Ownership			
					Following	(Instr. 4)	(Instr. 4)			

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 (9-02)required to respond unless the form displays a currently valid OMB control number.

Reported

Transaction(s) (Instr. 3 and 4)

4,632,840

D

(A)

D

Price

24.06

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

Code V Amount (D)

941

F

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1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)		4. Transactio	5. orNumber	6. Date Exerc Expiration D		7. Title at Amount of		8. Price of Derivative	9. Nu Deriv
Security (Instr. 3)	or Exercise Price of Derivative Security	(monda, Day, Teal)	(Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/		Underlyin Securities (Instr. 3 a	ng s	Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	or Title Nu of	nount umber uares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

RAIKES JEFFREY S C/O MICROSOFT CORPORATION ONE MICROSOFT WAY REDMOND, WA 98052-6399

President, Business Division

Signatures

Keith R. Dolliver, Attorney-in-Fact for Jeffrey S. Raikes

08/01/2006

**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).

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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