

GATES WILLIAM H III
 Form 4
 February 09, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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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

(Print or Type Responses)

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
02/07/2006

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

ONE MICROSOFT WAY

(Street)

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

Chairman of the Board

REDMOND, WA 98052

(City) (State) (Zip)

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/07/2006		S		10,000	D	\$ 27.12
Common Stock	02/07/2006		S		31,300	D	\$ 27.1
Common Stock	02/07/2006		S		107,800	D	\$ 27.05
Common Stock	02/07/2006		S		58,700	D	\$ 27.04
Common Stock	02/07/2006		S		54,500	D	\$ 27.01

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Common Stock	02/07/2006	S	53,600	D	\$ 27	991,183,436	D
Common Stock	02/07/2006	S	116,900	D	\$ 26.99	991,066,536	D
Common Stock	02/07/2006	S	50,500	D	\$ 26.98	991,016,036	D
Common Stock	02/07/2006	S	144,500	D	\$ 26.97	990,871,536	D
Common Stock	02/07/2006	S	10,000	D	\$ 26.96	990,861,536	D
Common Stock	02/07/2006	S	1,054,318	D	\$ 26.95	989,807,218	D
Common Stock	02/07/2006	S	451,888	D	\$ 26.94	989,355,330	D
Common Stock	02/07/2006	S	440,194	D	\$ 26.93	988,915,136	D
Common Stock	02/07/2006	S	115,800	D	\$ 26.92	988,799,336	D
Common Stock	02/07/2006	S	100,000	D	\$ 26.91	988,699,336	D
Common Stock	02/07/2006	S	100,000	D	\$ 26.89	988,599,336	D
Common Stock	02/07/2006	S	100,000	D	\$ 26.87	988,499,336	D

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

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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 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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
					Code V (A) (D)	Title			

Date	Expiration	Amount
Exercisable	Date	or
		Number
		of
		Shares

Reporting Owners

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

Signatures

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

02/09/2006

**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).
- (1) 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 an

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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