

MICROSOFT CORP  
Form 4  
April 22, 2003

**FORM 4**

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

OMB APPROVAL

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

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

Filed By  
Romeo and Dye's  
Section 16 Filer  
www.section16.net

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol			6. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
<b>Burgum, Douglas J.</b>			<b>Microsoft Corporation (MSFT)</b>			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below)		
(Last) (First) (Middle)			3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)			4. Statement for Month/Day/Year		
<b>One Microsoft Way</b>						<b>April 21, 2003</b>		
(Street)						5. If Amendment, Date of Original (Month/Day/Year)		
<b>Redmond, WA 98052-6399</b>						7. Individual or Joint/Group Filing (Check Applicable Line)		
						<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		

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 & 5)			5. Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 & 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			4/21/03				S		11,900	D	\$25.108						
Common Stock			4/21/03				S		5,675	D	\$25.111						
Common Stock			4/21/03				S		500	D	\$25.120						
Common Stock			4/21/03				S		7,000	D	\$25.128						
Common Stock			4/21/03				S		10,800	D	\$25.130						
Common Stock			4/21/03				S		8,600	D	\$25.140						
Common Stock			4/21/03				S		6,545	D	\$25.142						
Common Stock			4/21/03				S		1,700	D	\$25.151						

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Common Stock	4/21/03		S		18,000	D	\$25.160			
Common Stock	4/21/03		S		976	D	\$25.165			
Common Stock	4/21/03		S		7,624	D	\$25.167			
Common Stock	4/21/03		S		11,300	D	\$25.168			
Common Stock	4/21/03		S		7,018	D	\$25.169			
Common Stock	4/21/03		S		10,682	D	\$25.170			
Common Stock	4/21/03		S		5,400	D	\$25.175			
Common Stock	4/21/03		S		5,200	D	\$25.180			
Common Stock	4/21/03		S		8,100	D	\$25.181			
Common Stock	4/21/03		S		200	D	\$25.185			
Common Stock	4/21/03		S		22,912	D	\$25.190			
Common Stock	4/21/03		S		7,800	D	\$25.192			
Common Stock	4/21/03		S		100	D	\$25.195			
Common Stock	4/21/03		S		12,000	D	\$25.197			
Common Stock	4/21/03		S		80,960	D	\$25.200			
Common Stock	4/21/03		S		25,100	D	\$25.201			
Common Stock	4/21/03		S		1,200	D	\$25.204			
Common Stock	4/21/03		S		112	D	\$25.205			
Common Stock	4/21/03		S		600	D	\$25.208			
Common Stock	4/21/03		S		8,755	D	\$25.210			
Common Stock	4/21/03		S		8,590	D	\$25.219			
Common Stock	4/21/03		S		16,950	D	\$25.220			
Common Stock	4/21/03		S		800	D	\$25.221			
Common Stock	4/21/03		S		100	D	\$25.230			
Common Stock	4/21/03		S		220	D	\$25.235			

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Common Stock	4/21/03		S		11,685	D	\$25.239			
Common Stock	4/21/03		S		39,083	D	\$25.240			
Common Stock	4/21/03		S		3,200	D	\$25.253			
Common Stock	4/21/03		S		2,400	D	\$25.287			
Common Stock	4/21/03		S		50	D	\$25.320			
Common Stock	4/21/03		S		12,288	D	\$25.321			
Common Stock	4/21/03		S		8,900	D	\$25.322			
Common Stock	4/21/03		S		1,680	D	\$25.348			
Common Stock	4/21/03		S		100	D	\$25.355			
Common Stock	4/21/03		S		8,400	D	\$25.370			
Common Stock	4/21/03		S		2,700	D	\$25.378			
Common Stock	4/21/03		S		75	D	\$25.400			
Common Stock	4/21/03		S		1,100	D	\$25.408			
Common Stock	4/21/03		S		7,500	D	\$25.409			
Common Stock	4/21/03		S		1,900	D	\$25.412			
Common Stock	4/21/03		S		200	D	\$25.413			
Common Stock	4/21/03		S		620	D	\$25.425			
Common Stock	4/21/03		S		450	D	\$25.435			
Common Stock	4/21/03		S		4,100	D	\$25.436			
Common Stock	4/21/03		S		17,588	D	\$25.440			
Common Stock	4/21/03		S		9,300	D	\$25.444			
Common Stock	4/21/03		S		10	D	\$25.470			
Common Stock	4/21/03		S		6,290	D	\$25.474			
Common Stock	4/21/03		S		3,160	D	\$25.475			
Common Stock	4/21/03		S		10,600	D	\$25.480			

Common Stock	4/21/03		S		1,710	D	\$25.484			
Common Stock	4/21/03		S		1,300	D	\$25.485			
Common Stock	4/21/03		S		4,500	D	\$25.498			
Common Stock	4/21/03		S		592	D	\$25.528			
Common Stock	4/21/03		S		15,300	D	\$25.560			
Common Stock	4/21/03		S		5,900	D	\$25.210	1,982,512 <sup>(1)</sup>	D	
Common Stock								55,282 <sup>(1)(2)</sup>	I	Joseph Ernest Burgum Trust
Common Stock								55,284 <sup>(1)(2)</sup>	I	Jessamine Ada Burgum Trust
Common Stock								55,284 <sup>(1)(2)</sup>	I	Thomas Alton Burgum Trust
Common Stock								59,632 <sup>(1)(2)</sup>	I	By spouse
Common Stock								36,214 <sup>(1)(2)</sup>	I	By son
Common Stock								5,326 <sup>(3)</sup>	I	By 401(k)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.  
 \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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**FORM 4 (continued) 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 (A) or Disposed of (D) (Instr. 3, 4 & 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 & 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

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(1) Adjusted to reflect 2-for-1 stock split effective February 14, 2003

(2) Represents shares held by a member of reporting person's household. The reporting person disclaims beneficial ownership of these shares.

(3) 401(k) balance as of March 31, 2003. Adjusted to reflect 2-for-1 stock split effective February 14, 2003

By: /s/ **Shauna L. Vernal, Attorney-in-Fact for**  
**Douglas J. Burgum**

**April 22, 2003**  
Date

\*\*Signature of Reporting Person

\*\*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.

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