

MICROSOFT CORP
Form 4/A
November 26, 2002

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).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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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

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www.section16.net

1. Name and Address of Reporting Person*		2. Issuer Name and Ticker or Trading Symbol			6. Relationship of Reporting Person(s)					
Courtois, Jean-Philippe		Microsoft Corporation (MSFT)			to Issuer (Check all applicable)					
(Last)	(First)	(Middle)	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)		4. Statement for Month/Day/Year		<input type="checkbox"/> Director			
One Microsoft Way					11/14/02		<input type="checkbox"/> 10% Owner			
(Street)							<input checked="" type="checkbox"/> Officer (give title below)			
Redmond, WA 98052							Other (specify below)			
					5. If Amendment, Date of Original (Month/Day/Year)		Senior Vice President			
(City) (State) (Zip)					11/15/02		<input checked="" type="checkbox"/> Form filed by One Reporting Person			
							<input type="checkbox"/> 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 & 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/14/2002		M		20,000	A	\$4.91			
Common Stock	11/14/2002		S		300	D	\$56.10			
Common Stock	11/14/2002		S		500	D	\$56.10			
Common Stock	11/14/2002		S		1,000	D	\$56.10			
Common Stock	11/14/2002		S		1,000	D	\$56.10			
Common Stock	11/14/2002		S		1,500	D	\$56.10			
Common Stock	11/14/2002		S		1,700	D	\$56.10			
Common Stock	11/14/2002		S		300	D	\$56.12			

Common Stock	11/14/2002		S		400	D	\$56.12			
Common Stock	11/14/2002		S		1,300	D	\$56.12			
Common Stock	11/14/2002		S		2,000	D	\$56.12			
Common Stock	11/14/2002		S		500	D	\$56.16			
Common Stock	11/14/2002		S		600	D	\$56.16			
Common Stock	11/14/2002		S		500	D	\$56.20			
Common Stock	11/14/2002		S		1,000	D	\$56.20			
Common Stock	11/14/2002		S		1,000	D	\$56.20			
Common Stock	11/14/2002		S		1,000	D	\$56.20			
Common Stock	11/14/2002		S		400	D	\$56.20			
Common Stock	11/14/2002		S		1,000	D	\$56.31			
Common Stock	11/14/2002		S		2,000	D	\$56.32			
Common Stock	11/14/2002		S		2,000	D	\$56.34	188,356	D	
Common Stock								33,333	I ⁽¹⁾	Held by minor child
Common Stock								33,333	I ⁽²⁾	Held by minor child
Common Stock								33,333	I ⁽³⁾	Held by minor child

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 Acquired (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	11. Nature of Indirect Ownership (Instr. 4)
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				Code	V	(A)	(D)	Date Exer-cisable	Expira- tion Date	Title	Amount or Number of Shares			(I) (Instr. 4)
Employee stock option (Right to Buy)	\$4.91	11/14/02		M			20,000	02/17/96	02/17/04	Common stock	20,000		200,000	D

Explanation of Responses:

- (1) 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 purposes of Section 16 or for any other purpose.
- (2) 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 purposes of Section 16 or for any other purpose.
- (3) 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 purposes of Section 16 or for any other purpose.

By: /s/ **Shauna L. Vernal** 11/25/2002
Shauna L. Vernal, Attorney-in-Fact for Jean-Philippe Date
Courtois

**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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