GATES WILLIAM H III
Form 4
March 01, 2007

FORM 4

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

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 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

OMB APPROVAL

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(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) 02/27/2007	__X__ Director _____ 10% Owner _____ Officer (give title _____ Other (specify below) below)
ONE MICROSOFT WAY		
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person ___ Form filed by More than One Reporting Person
REDMOND, WA 98052		
(City) (State) (Zip)		

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	02/27/2007		S		10,000	D	$ 28.96	919,489,336	D	
Common Stock	02/27/2007		S		40,000	D	$ 28.92	919,449,336	D	
Common Stock	02/27/2007		S		10,000	D	$ 28.91	919,439,336	D	
Common Stock	02/27/2007		S		10,300	D	$ 28.9	919,429,036	D	
Common Stock	02/27/2007		S		20,000	D	$ 28.89	919,409,036	D	
	02/27/2007		S		29,700	D		919,379,336	D	

Common Stock					$ 28.88		
Common Stock	02/27/2007		S	21,000	D	$ 28.87	919,358,336	D
Common Stock	02/27/2007		S	49,000	D	$ 28.86	919,309,336	D
Common Stock	02/27/2007		S	61,790	D	$ 28.85	919,247,546	D
Common Stock	02/27/2007		S	11,900	D	$ 28.84	919,235,646	D
Common Stock	02/27/2007		S	86,310	D	$ 28.83	919,149,336	D
Common Stock	02/27/2007		S	20,000	D	$ 28.82	919,129,336	D
Common Stock	02/27/2007		S	40,000	D	$ 28.8	919,089,336	D
Common Stock	02/27/2007		S	3,131	D	$ 28.79	919,086,205	D
Common Stock	02/27/2007		S	31,869	D	$ 28.78	919,054,336	D
Common Stock	02/27/2007		S	50,000	D	$ 28.77	919,004,336	D
Common Stock	02/27/2007		S	20,000	D	$ 28.76	918,984,336	D
Common Stock	02/27/2007		S	20,000	D	$ 28.74	918,964,336	D
Common Stock	02/27/2007		S	21,308	D	$ 28.73	918,943,028	D
Common Stock	02/27/2007		S	23,692	D	$ 28.72	918,919,336	D
Common Stock	02/27/2007		S	50,000	D	$ 28.71	918,869,336	D
Common Stock	02/27/2007		S	700	D	$ 28.69	918,868,636	D
Common Stock	02/27/2007		S	29,300	D	$ 28.68	918,839,336	D
Common Stock	02/27/2007		S	20,000	D	$ 28.67	918,819,336	D
Common Stock	02/27/2007		S	20,000	D	$ 28.66	918,799,336	D
	02/27/2007		S	70,000	D		918,729,336	D

	Transaction Date	Code	Amount	A/D	Price	Shares Owned	D/I
Common Stock					$28.65		
Common Stock	02/27/2007	S	10,000	D	$28.64	918,719,336	D
Common Stock	02/27/2007	S	10,000	D	$28.61	918,709,336	D
Common Stock	02/27/2007	S	10,000	D	$28.59	918,699,336	D
Common Stock	02/27/2007	S	10,000	D	$28.58	918,689,336 [(1)]	D

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

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...)
				Code V (A) (D)		Date Exercisable / Expiration Date	Title / Amount 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			

Signatures

William H. Gates III By: /s/ Michael Larson*, Attorney-In-Fact	03/01/2007

<u>**</u>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 purposes of Section 16 or for any other purposes.

 Remarks:

 * Duly authorized under Special Power of Attorney appointing Michael Larson attorney-in-fact, dated February 3, 2006, 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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