

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)		
Burgum, Douglas J.			Microsoft Corporation (MSFT)			<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 April 21, 2003		
One Microsoft Way								
(Street)			5. If Amendment, Date of Original (Month/Day/Year)			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		
Redmond, WA 98052-6399								

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					11,900	D	\$25.108									
Common Stock					5,675	D	\$25.111									
Common Stock					500	D	\$25.120									
Common Stock					7,000	D	\$25.128									
Common Stock					10,800	D	\$25.130									
Common Stock					8,600	D	\$25.140									
Common Stock					6,545	D	\$25.142									
Common Stock					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 ⁽¹⁾	D	
Common Stock								55,282 ⁽¹⁾⁽²⁾	I	Joseph Ernest Burgum Trust
Common Stock								55,284 ⁽¹⁾⁽²⁾	I	Jessamine Ada Burgum Trust
Common Stock								55,284 ⁽¹⁾⁽²⁾	I	Thomas Alton Burgum Trust
Common Stock								59,632 ⁽¹⁾⁽²⁾	I	By spouse
Common Stock								36,214 ⁽¹⁾⁽²⁾	I	By son
Common Stock								5,326 ⁽³⁾	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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