

SHIRLEY JON A
Form 4/A
March 04, 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).

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

Filed By
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1. Name and Address of Reporting Person* Shirley, Jon A. (Last) (First) (Middle)			2. Issuer Name and Ticker or Trading Symbol Microsoft Corporation (MSFT)				6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director — 10% Owner <input type="checkbox"/> Officer (give title below) — Other (specify below)			
One Microsoft Way (Street) Redmond, WA 98052-6399 (City) (State) (Zip)			3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)		4. Statement for Month/Day/Year February 28, 2003		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			
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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/28/03		M		80,000	A	\$2.5039	9,599,132 ⁽¹⁾	D	
Common Stock								1,308,940 ⁽¹⁾	I	Shirley Family Limited Partnership

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	3. Transaction Date	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired (A) or Disposed	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	10. Ownership Form of Deriv-	11. Nat of Indi- Benefic Owner (Instr. 4)
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Security	(Month/Day/Year)	(Month/Day/Year)	(Instr. 8)		of (D)		Date Exer-cisable	Expira-tion Date	Title	Amount or Number of Shares	Following Reported Transaction(s) (Instr. 4)	ative Security: Direct (D) or Indirect (I) (Instr. 4)
			Code	V	(A)	(D)						
Stock Option (Right to Buy)	\$3.7617 ⁽²⁾						01/03/96	01/03/05	Common Stock	80,000 ⁽²⁾	80,000 ⁽²⁾	
Stock Option (Right to Buy)	\$2.5039 ⁽³⁾		M			80,000 ⁽³⁾	01/03/95	01/03/04	Common Stock	80,000 ⁽³⁾	80,000 ⁽³⁾	

Explanation of Responses:

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

(2) This option was previously reported as covering 40,000 shares at \$7.5234 per share, but is adjusted to reflect a 2-for-1 stock split effective February 14, 2003. This option was inadvertently reported as being exercised. This option was not exercised and is currently outstanding.

(3) This option was previously reported as covering 80,000 shares at \$5.0078 per share, but is adjusted to reflect a 2-for-1 stock split effective February 14, 2003.

By: /s/ **Shauna L. Vernal, Attorney-in-Fact for**
Jon A. Shirley

**Signature of Reporting Person

03/04/03

Date

**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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