

MICROSOFT CORP  
Form POS AM  
January 06, 2004

As filed with the Securities and Exchange Commission on January 6, 2004

Registration No. 33- 51583

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**POST EFFECTIVE AMENDMENT NO. 3**  
**TO**  
**FORM S-8**  
**REGISTRATION STATEMENT**

*Under*

*THE SECURITIES ACT OF 1933*

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**MICROSOFT CORPORATION**

(Exact name of registrant as specified in its charter)

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Washington  
(State or other jurisdiction  
of incorporation or organization)

91-1144442  
(IRS Employer  
Identification No.)

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**One Microsoft Way**

**Redmond, Washington**

**98052-6399**

(Address of Principal Executive Offices, including zip code)

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**Microsoft Corporation 1991 Stock Option Plan**

(Full title of the plan)

**John Seethoff**

**Deputy General Counsel, Finance and Operations**

**One Microsoft Way**

**Redmond, Washington 98052-6399**

**(425) 882-8080**

(Name, address and telephone number, including area code, of agent for service)

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*Copies of all communications to:*

**Richard B. Dodd**

**Matthew S. Topham**

**Preston Gates & Ellis LLP**

**925 Fourth Avenue, Suite 2900**

**Seattle, WA 98104**

**(206) 623-7580**

EXPLANATORY STATEMENT

A total of 4,160,000,000 shares of common stock (as adjusted for stock splits) of Microsoft Corporation ( Microsoft ) were registered in connection with the Microsoft Corporation 1991 Stock Option Plan, as amended (the 1991 Stock Plan ) by three separate registration statements on Form S-8 as follows: (a) 960,000,000 shares (as adjusted for stock splits) were registered by a registration statement on Form S-8, File No. 033-44302, filed on November 27, 1991 (the 1991 Form S-8 ); (b) 1,600,000,000 shares (as adjusted for stock splits) were registered by a registration statement on Form S-8, File No. 033-51583, filed on December 20, 1993 (the 1993 Form S-8 ); and (c) 1,600,000,000 shares (as adjusted for stock splits) were registered by a registration statement on Form S-8, File No. 333-06298, filed on November 22, 1996 (the 1996 Form S-8 ).

On November 9, 2000, the stockholders of Microsoft Corporation approved the Microsoft Corporation 2001 Stock Plan, which replaces the 1991 Stock Plan. On December 28, 2000, Microsoft carried forward 1,360,000,000 shares (as adjusted for stock splits) of Microsoft common stock registered on the 1993 Form S-8 to the registration statement on Form S-8, File No. 333-52852, filed on December 28, 2000 in connection with the Microsoft Corporation 2001 Stock Plan.

Microsoft is filing this post-effective amendment to deregister 240,000,000 shares of Microsoft common stock that were registered under the 1993 Form S-8. On December 11, 2003, 317,719,856 options to purchase shares of Microsoft common stock that were originally granted pursuant to the 1991 Stock Plan were transferred to JP Morgan Chase Bank in connection with a stock option transfer program. Microsoft is deregistering a number of shares equal to the number of transferred options because the transferred options no longer have or represent any rights under the 1991 Stock Plan, including the right to receive shares of common stock registered for issuance in connection with the 1991 Stock Plan, and the shares subject to such options will not be available for regrant under the 1991 Stock Plan regardless of whether the transferred options are exercised or expire without exercise. Of the 317,719,856 shares of Microsoft common stock under the 1991 Stock Plan that Microsoft is deregistering as a result of the stock option transfer program, 240,000,000 shares are being deregistered from the 1993 Form S-8 and the remaining 77,719,856 shares are being deregistered from the 1996 Form S-8.

Item 8. Exhibits.

24 Power of Attorney

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Redmond, State of Washington, on this 5th day of January, 2004.

MICROSOFT CORPORATION

By:                                   /s/ John G. Connors                                  

John G. Connors  
Senior Vice President, Chief Financial  
Officer (Principal Financial and  
Accounting Officer)

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Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on January 5, 2004.

<u>Signature</u>	<u>Title</u>
*	Chairman, Chief Software Architect, Director
William H. Gates III	
*	Chief Executive Officer, Director
Steven A. Ballmer	(Principal Executive Officer)
*	Director
James I. Cash, Jr., Ph.D.	
*	Director
Raymond V. Gilmartin	
*	Director
Ann McLaughlin Korologos	
*	Director
David F. Marquardt	
*	Director
Charles H. Noski	
*	Director
Helmut Panke	
*	Director
W. G. Reed, Jr.	
*	Director
Jon A. Shirley	
*	Senior Vice President, Chief Financial Officer
John G. Connors	(Principal Financial and Accounting Officer)

\*By: /s/ John A. Seethoff

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John A. Seethoff

Attorney-In-Fact pursuant to a Power of Attorney  
attached as an exhibit hereto