

MICROSOFT CORP

Form 3

April 29, 2005

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person

*
^
Brummel Lisa E
(Last) (First) (Middle)2. Date of Event
Requiring Statement
(Month/Day/Year)
04/21/20053. Issuer Name **and** Ticker or Trading Symbol
MICROSOFT CORP [MSFT]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer ☐ Other
(give title below) (specify below)
Corporate Vice President6. Individual or Joint/Group
Filing(Check Applicable Line)
☒ Form filed by One Reporting
Person
☐ Form filed by More than One
Reporting PersonC/O MICROSOFT
CORPORATION, ONE
MICROSOFT WAY

(Street)

REDMOND, WA 98052-6399

(City) (State) (Zip)

Table I - Non-Derivative Securities Beneficially Owned1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

42,896 ⁽¹⁾

D ^

Common Stock

379

I By 401(k)

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

SEC 1473 (7-02)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative
Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security4. Conversion
or Exercise5. Ownership
Form of6. Nature of
Indirect Beneficial
Ownership

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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Employee Stock Option (right to buy) (#0128191)	11/15/2004	07/02/2005	Common Stock	22,222	\$ 24.1313	D	Â
Employee Stock Option (right to buy) (#0132500)	11/15/2004	07/02/2005	Common Stock	22,222	\$ 24.1313	D	Â
Employee Stock Option (right to buy) (#0141024)	11/15/2004	07/30/2006	Common Stock	20,000	\$ 38.6157	D	Â
Employee Stock Option (right to buy) (#0163268)	11/15/2004	07/30/2006	Common Stock	133,333	\$ 38.6157	D	Â
Employee Stock Option (right to buy) (#0163268)	03/06/2005	03/06/2010	Common Stock	555,556	\$ 40.7813	D	Â
Employee Stock Option (right to buy) (#0173074)	11/15/2004	04/24/2007	Common Stock	20,000	\$ 29.9813	D	Â
Employee Stock Option (right to buy) (#0202721)	11/15/2004	04/24/2007	Common Stock	13,333	\$ 29.9813	D	Â
Employee Stock Option (right to buy) (#0203271)	04/24/2005	04/24/2007	Common Stock	277,778	\$ 29.9813	D	Â
Employee Stock Option (right to buy) (#0240181)	01/31/2005 ⁽²⁾	07/31/2010	Common Stock	333,333	\$ 31.4157	D	Â
Employee Stock Option (right to buy) (#0285146)	02/20/2005 ⁽³⁾	02/20/2011	Common Stock	166,667	\$ 25.1438	D	Â
Employee Stock Option (right to buy) (#0285147)	02/20/2005 ⁽⁴⁾	02/20/2011	Common Stock	277,778	\$ 25.1438	D	Â
Employee Stock Option (right to buy) (#0364954)	01/31/2005 ⁽⁵⁾	07/31/2012	Common Stock	222,222	\$ 21.591	D	Â
Performance Rights	08/31/2006 ⁽⁶⁾	08/31/2008	Common Stock	24,933 ⁽⁷⁾	\$ 0 ⁽⁸⁾	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Brummel Lisa E C/O MICROSOFT CORPORATION ONE MICROSOFT WAY REDMOND, WA 98052-6399	Â	Â	Â Corporate Vice President	Â

Signatures

Keith R. Dolliver, Attorney-in-Fact for Lisa E. Brummel 04/28/2005

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Includes Stock Award for 5,333 shares, of which 1,777 shares will vest on July 31, 2005 and 1,778 shares will vest on each of July 31, 2006 and July 31, 2007. Includes Stock Award for 5,760 shares, of which 1,440 shares will vest on each of August 29, 2005, 2006, 2007 and 2008. Includes Stock Award for 8,000 shares, which will vest over 5 years at the rate of 20% each year beginning on August 31, 2005.
 - (2) 291,666 shares are vested and immediately exercisable. The remaining 41,667 shares will vest and become exercisable on July 31, 2005
 - (3) 125,000 shares are vested and immediately exercisable. 20,833 shares will vest and become exercisable on August 20, 2005 and 20,834 will vest and become exercisable on February 20, 2006
 - (4) 208,333 shares are vested and immediately exercisable. 34,722 shares will vest and become exercisable on August 20, 2005 and 34,723 will vest and become exercisable on February 20, 2006
 - (5) 83,333 shares are vested and immediately exercisable. 27,778 shares will vest and become exercisable on July 31, 2005, 27,777 shares will vest and become exercisable on January 31, 2006, and 27,778 shares will vest and become exercisable on each of July 31, 2006, January 31, 2007 and July 31, 2007
 - (6) One-third of the number of shares of common stock ultimately awarded under the SPSA will be distributed to the reporting person on or about August 31, 2006 (the "initial vest date"), an additional one-third shall vest and distributed to the reporting person on each of the first and second anniversaries of the initial vest date, provided that the Reporting Person remains continuously employed through the applicable vesting date.
 - (7) Represents the minimum number of shares of common stock issuable under a shared performance stock award ("SPSA") for the fiscal 2004-2006 performance period. The number of shares ultimately received depends on the company's performance against specified performance targets. At the end of the performance period, the number of shares of stock and stock awards will be determined by adjusting upward or downward from a target in a range between 33% and 150%. The number reported herein is based on the 33% minimum. The final performance percentage on which the payout will be based, considering company performance metrics established for the performance period, will be determined by the board or a board committee in its sole discretion. Shares of stock are issued at the end of the performance period and as the stock awards vest over the following two years, provided that the reporting person remains continuously employed through the applicable vest date.
 - (8) 1-for-1

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.