

GATES WILLIAM H III

Form 4

November 15, 2005

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
GATES WILLIAM H III

(Last) (First) (Middle)

ONE MICROSOFT WAY

(Street)

REDMOND, WA 98052

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
MICROSOFT CORP [MSFT]

3. Date of Earliest Transaction
(Month/Day/Year)
11/11/2005

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

Chairman of the Board

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ 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 and 5) (A) or (D) | 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) |
|---------------------------------------|---|---|--------------------------------------|---|---|---|---|
| Common Stock | 11/11/2005 | | S | 500 D \$ 27.36 | 1,005,498,836 | D | |
| Common Stock | 11/11/2005 | | S | 72,559 D \$ 27.357 | 1,005,426,277 | D | |
| Common Stock | 11/11/2005 | | S | 26,941 D \$ 27.35 | 1,005,399,336 | D | |
| Common Stock | 11/11/2005 | | S | 50,000 D \$ 27.34 | 1,005,349,336 | D | |
| Common Stock | 11/11/2005 | | S | 175,000 D \$ 27.33 | 1,005,174,336 | D | |
| | 11/11/2005 | | S | 25,000 D \$ 27.32 | 1,005,149,336 | D | |

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Common
Stock

| | | | | | | | |
|-----------------|------------|---|---------|---|----------------|---------------|---|
| Common Stock | 11/11/2005 | S | 100,000 | D | \$ 27.31 | 1,005,049,336 | D |
| Common Stock | 11/11/2005 | S | 250,000 | D | \$ 27.3 | 1,004,799,336 | D |
| Common Stock | 11/11/2005 | S | 39,098 | D | \$ 27.29 | 1,004,760,238 | D |
| Common Stock | 11/11/2005 | S | 90,902 | D | \$ 27.28 | 1,004,669,336 | D |
| Common Stock | 11/11/2005 | S | 20,000 | D | \$ 27.27 | 1,004,649,336 | D |
| Common Stock | 11/11/2005 | S | 50,000 | D | \$ 27.23 | 1,004,599,336 | D |
| Common Stock | 11/11/2005 | S | 100,000 | D | \$ 27.2 (1) | 1,004,499,336 | D |

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

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.

SEC 1474
(9-02)

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 Transaction (Instr. 6) |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
| | | | | 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

Chairman of the Board

Signatures

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

11/15/2005

__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 purpose of Section 16 or for any other purposes.

Remarks:

* Duly authorized under Special Power of Attorney appointing Michael Larson attorney-in-fact, dated February 4, 2005, by and

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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