GATES WILLIAM H III

Form 4 May 13, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average

OMB APPROVAL

burden hours per

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and GATES W	Symbo	ol	and Ticker or Trading CORP [MSFT]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) (First) (Middle)		(Middle) 3. Date	of Earlies					t Transaction
ONE MICROSOFT WAY			n/Day/Year /2005		X Director 10% Owner X Officer (give title Other (specification) below) Chairman of the Board			
	4. If A	mendment,	Date Original	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting				
DEDMON	Filed(N	/Ionth/Day/Y	(ear)					
KEDMON	ND, WA 98052				Person	1		
(City)	(State)	(Zip) T	able I - No	n-Derivative Securities Acq	uired, Disposed of,	or Beneficially	Owne	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transact	4. Securities Acquired (A) iomr Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially	6. Ownership Form:	7. Nat of Ind Benef	

(City)	(State)	(Zip) 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) DOTO Disposed of (D) (Instr. 3, 4 and 5) (A)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)	(Instr. 4)			
Common Stock	05/11/2005		S	50,000	D	\$ 24.95	1,047,449,336	D			
Common Stock	05/11/2005		S	100	D	\$ 24.94	1,047,449,236	D			
Common Stock	05/11/2005		S	15,400	D	\$ 24.938	1,047,433,836	D			
Common Stock	05/11/2005		S	10,617	D	\$ 24.931	1,047,423,219	D			
Common Stock	05/11/2005		S	210,100	D	\$ 24.93	1,047,213,119	D			
	05/11/2005		S	102,202	D	\$ 24.92	1,047,110,917	D			

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05/11/2005	S	211,581	D	\$ 24.91	1,046,899,336	D
05/11/2005	S	250,000	D	\$ 24.9	1,046,649,336	D
05/11/2005	S	50,000	D	\$ 24.89	1,046,599,336	D
05/11/2005	S	272,840	D	\$ 24.87	1,046,326,496	D
05/11/2005	S	221,905	D	\$ 24.86	1,046,104,591	D
05/11/2005	S	700	D	\$ 24.855	1,046,103,891	D
05/11/2005	S	124,700	D	\$ 24.85	1,045,979,191	D
05/11/2005	S	137,307	D	\$ 24.84	1,045,841,884	D
05/11/2005	S	108,518	D	\$ 24.83	1,045,733,366	D
05/11/2005	S	58,330	D	\$ 24.82	1,045,675,036	D
05/11/2005	S	50,700	D	\$ 24.81	1,045,624,336	D
05/11/2005	S	75,000	D	\$ 24.8	1,045,549,336	D
05/11/2005	S	50,000	D	\$ 24.79	1,045,499,336	D
05/11/2005	S	4,700	D	\$ 24.785	1,045,494,636	D
05/11/2005	S	195,300	D	\$ 24.78	1,045,299,336	D
05/11/2005	S	700	D	\$ 24.775	1,045,298,636	D
05/11/2005	S	499,300	D	\$ 24.77	1,044,799,336	D
05/11/2005	S	100,000	D	\$ 24.76	1,044,699,336	D
05/11/2005	S	200,000	D	\$ 24.73	1,044,499,336 (1)	D
	05/11/2005 05/11/2005 05/11/2005 05/11/2005 05/11/2005 05/11/2005 05/11/2005 05/11/2005 05/11/2005 05/11/2005 05/11/2005 05/11/2005 05/11/2005 05/11/2005 05/11/2005	05/11/2005 S 05/11/2005 S	05/11/2005 \$ 250,000 05/11/2005 \$ 50,000 05/11/2005 \$ 272,840 05/11/2005 \$ 221,905 05/11/2005 \$ 700 05/11/2005 \$ 124,700 05/11/2005 \$ 137,307 05/11/2005 \$ 108,518 05/11/2005 \$ 50,700 05/11/2005 \$ 50,700 05/11/2005 \$ 75,000 05/11/2005 \$ 4,700 05/11/2005 \$ 195,300 05/11/2005 \$ 700 05/11/2005 \$ 499,300 05/11/2005 \$ 499,300 05/11/2005 \$ 100,000	05/11/2005 S 250,000 D 05/11/2005 S 50,000 D 05/11/2005 S 272,840 D 05/11/2005 S 221,905 D 05/11/2005 S 700 D 05/11/2005 S 124,700 D 05/11/2005 S 137,307 D 05/11/2005 S 108,518 D 05/11/2005 S 58,330 D 05/11/2005 S 50,700 D 05/11/2005 S 50,000 D 05/11/2005 S 50,000 D 05/11/2005 S 4,700 D 05/11/2005 S 700 D 05/11/2005 S 700 D 05/11/2005 S 499,300 D 05/11/2005 S 100,000 D	05/11/2005 S 250,000 D \$ 24.9 05/11/2005 S 50,000 D \$ 24.89 05/11/2005 S 272,840 D \$ 24.87 05/11/2005 S 221,905 D \$ 24.86 05/11/2005 S 700 D \$ 24.85 05/11/2005 S 124,700 D \$ 24.85 05/11/2005 S 137,307 D \$ 24.84 05/11/2005 S 108,518 D \$ 24.83 05/11/2005 S 58,330 D \$ 24.82 05/11/2005 S 50,700 D \$ 24.81 05/11/2005 S 50,000 D \$ 24.79 05/11/2005 S 50,000 D \$ 24.79 05/11/2005 S 195,300 D \$ 24.78 05/11/2005 S 700 D \$ 24.78 05/11/2005 S 499,300 D \$ 24.77 05/11/2005 S 499,300 D \$ 24.76	05/11/2005 S 250,000 D \$ 24.9 1,046,649,336 05/11/2005 S 50,000 D \$ 24.89 1,046,599,336 05/11/2005 S 272,840 D \$ 24.87 1,046,326,496 05/11/2005 S 221,905 D \$ 24.86 1,046,104,591 05/11/2005 S 700 D \$ 24.85 1,046,103,891 05/11/2005 S 124,700 D \$ 24.85 1,045,979,191 05/11/2005 S 137,307 D \$ 24.81 1,045,841,884 05/11/2005 S 108,518 D \$ 24.82 1,045,675,036 05/11/2005 S 58,330 D \$ 24.81 1,045,624,336 05/11/2005 S 50,700 D \$ 24.81 1,045,624,336 05/11/2005 S 50,000 D \$ 24.72 1,045,499,336 05/11/2005 S 4,700 D \$ 24.78 1,045,494,636 05/11/2005 S 195,300 D \$ 24.78 1,045,299,336 05/11/2005 <t< td=""></t<>

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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.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9
Derivativ	e Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration Da	ate	Amou	nt of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	,
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)]
	Derivative				Securities			(Instr.	3 and 4)		(
	Security				Acquired						J
					(A) or						J
					Disposed						-
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date	Expiration				
						Exercisable	Date	Title			
				Code V	(A) (D)						
				Code V	(A) (D)		*	Title	Number of Shares		

Reporting Owners

10% Owner Officer Other Director

GATES WILLIAM H III ONE MICROSOFT WAY

X Chairman of the Board

REDMOND, WA 98052

Signatures

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

05/13/2005

**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).
- In addition, there are 428,520 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 **(1)** 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 ar 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.

Reporting Owners 3

9. Ni Deriv

SEC 1474

(9-02)

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