

MICROSOFT CORP  
Form 4  
November 14, 2006

**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  
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2005  
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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)  
**11/09/2006**

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)

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)			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)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	11/09/2006		S		1,500	D	\$ 29.39	946,497,836	D
Common Stock	11/09/2006		S		13,100	D	\$ 29.38	946,484,736	D
Common Stock	11/09/2006		S		11,700	D	\$ 29.37	946,473,036	D
Common Stock	11/09/2006		S		800	D	\$ 29.35	946,472,236	D
Common Stock	11/09/2006		S		16,200	D	\$ 29.34	946,456,036	D
	11/09/2006		S		400	D		946,455,636	D

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Common Stock					\$ 29.34		
Common Stock	11/09/2006	S	27,681	D	\$ 29.33	946,427,955	D
Common Stock	11/09/2006	S	21,719	D	\$ 29.32	946,406,236	D
Common Stock	11/09/2006	S	3,600	D	\$ 29.31	946,402,636	D
Common Stock	11/09/2006	S	1,400	D	\$ 29.31	946,401,236	D
Common Stock	11/09/2006	S	20,800	D	\$ 29.3	946,380,436	D
Common Stock	11/09/2006	S	600	D	\$ 29.3	946,379,836	D
Common Stock	11/09/2006	S	33,700	D	\$ 29.29	946,346,136	D
Common Stock	11/09/2006	S	1,500	D	\$ 29.29	946,344,636	D
Common Stock	11/09/2006	S	26,800	D	\$ 29.28	946,317,836	D
Common Stock	11/09/2006	S	100,500	D	\$ 29.27	946,217,336	D
Common Stock	11/09/2006	S	76,800	D	\$ 29.26	946,140,536	D
Common Stock	11/09/2006	S	2,800	D	\$ 29.26	946,137,736	D
Common Stock	11/09/2006	S	84,513	D	\$ 29.25	946,053,223	D
Common Stock	11/09/2006	S	800	D	\$ 29.25	946,052,423	D
Common Stock	11/09/2006	S	249,200	D	\$ 29.24	945,803,223	D
Common Stock	11/09/2006	S	4,800	D	\$ 29.24	945,798,423	D
Common Stock	11/09/2006	S	158,800	D	\$ 29.23	945,639,623	D
Common Stock	11/09/2006	S	200	D	\$ 29.23	945,639,423	D
Common Stock	11/09/2006	S	83,787	D	\$ 29.22	945,555,636	D
	11/09/2006	S	2,100	D		945,553,536	D

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Common Stock						\$ 29.22		
Common Stock	11/09/2006	S	131,543	D	\$ 29.21	945,421,993	D	
Common Stock	11/09/2006	S	200	D	\$ 29.21	945,421,793	D	
Common Stock	11/09/2006	S	156,129	D	\$ 29.2	945,265,664	D	
Common Stock	11/09/2006	S	2,500	D	\$ 29.2	945,263,164 (1)	D	

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

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(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 Reported Transaction (Instr. 3)
				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

## Signatures

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

11/14/2006

\_\_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 purposes of Section 16 or for any other purposes.

### Remarks:

- \* Duly authorized under Special Power of Attorney appointing Michael Larson attorney-in-fact, dated February 3, 2006, by an

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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