GATES WILLIAM H III

Form 4

November 08, 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

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Expires: January 31, 2005

OMB APPROVAL

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Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

if no longer

subject to

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 Address of Reporting Person * GATES WILLIAM H III			2. Issuer Name and Ticker or Trading Symbol MICROSOFT CORP [MSFT]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check an applicable)		
ONE MICROSOFT WAY			(Month/Day/Year) 11/04/2005	_X_ Director 10% Owner _X_ Officer (give title Other (specify below) Chairman of the Board		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
REDMOND, W	VA 98052		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Ta	ble I - Non	-Derivative	Secur	ities Acqui	red, Disposed of, o	r Beneficially	Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securitie Dior Disposed (Instr. 3, 4	d of (E))	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	11/04/2005		S	25,000	D	\$ 26.7	1,015,474,336	D	
Common Stock	11/04/2005		S	35,677	D	\$ 26.67	1,015,438,659	D	
Common Stock	11/04/2005		S	2,800	D	\$ 26.665	1,015,435,859	D	
Common Stock	11/04/2005		S	2,800	D	\$ 26.664	1,015,433,059	D	
Common Stock	11/04/2005		S	193,723	D	\$ 26.66	1,015,239,336	D	
	11/04/2005		S	30,000	D	\$ 26.65	1,015,209,336	D	

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Common Stock							
Common Stock	11/04/2005	S	18,921	D	\$ 26.641	1,015,190,415	D
Common Stock	11/04/2005	S	35,602	D	\$ 26.64	1,015,154,813	D
Common Stock	11/04/2005	S	5,477	D	\$ 26.63	1,015,149,336	D
Common Stock	11/04/2005	S	50,000	D	\$ 26.62	1,015,099,336	D
Common Stock	11/04/2005	S	25,000	D	\$ 26.61	1,015,074,336	D
Common Stock	11/04/2005	S	591,500	D	\$ 26.6	1,014,482,836	D
Common Stock	11/04/2005	S	41,409	D	\$ 26.59	1,014,441,427	D
Common Stock	11/04/2005	S	380,841	D	\$ 26.58	1,014,060,586	D
Common Stock	11/04/2005	S	221,950	D	\$ 26.57	1,013,838,636	D
Common Stock	11/04/2005	S	312,500	D	\$ 26.56	1,013,526,136	D
Common Stock	11/04/2005	S	4,828	D	\$ 26.554	1,013,521,308	D
Common Stock	11/04/2005	S	21,972	D	\$ 26.55	1,013,499,336 (1)	D

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

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e	Securities	(Instr. 5)	Bene
	Derivative				Securities	S	(Instr. 3 and 4)		Owne
	Security				Acquired				Follo
					(A) or				Repo
					Disposed				Trans
					of (D)				(Instr
					(Instr. 3,				

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4, and 5)

Date Expiration Exercisable Date

Code V (A) (D)

Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships						
Troporous o water runner, runners	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

11/08/2005

**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 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 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.

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