

COURTOIS JEAN PHILIPPE  
Form 4/A  
November 24, 2004

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
COURTOIS JEAN PHILIPPE

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 (Month/Day/Year)  
11/12/2004

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)

ONE MICROSOFT WAY

Senior Vice President

(Street)

4. If Amendment, Date Original Filed (Month/Day/Year)  
11/16/2004

6. Individual or Joint/Group Filing (Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

REDMOND, WA 98052-6399

(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) 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	11/12/2004		S	200,000 D \$ 30.06	240,160	D	
Common Stock	11/15/2004		A	135,947 (1) A \$ 0	376,107	D	
Common Stock	11/12/2004		P	198,081 A \$ 30.19	437,980	I	Held through "contrats d'assurance vie" (2)
Common Stock					66,133	I	Held through "contrats de capitalization"

Common Stock				66,133	I	(3) Held through "contrats de capitalization" (3)
Common Stock				66,133	I	(3) Held through "contrats de capitalization" (3)

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 (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships
COURTOIS JEAN PHILIPPE ONE MICROSOFT WAY REDMOND, WA 98052-6399	Director 10% Owner Officer Other Senior Vice President

## Signatures

Keith R. Dolliver, Attorney-in-Fact for Jean-Philippe  
Courtois

11/24/2004

\_\_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) Represents stock award which shall vest over 5 years at the rate of 20% on November 15, 2005, and then at the rate of 20% on each November 15 thereafter, subject to continued employment.  
  
Held through "contrats d'assurance vie," a form of life insurance program, where the reporting person maintains investment control over the Microsoft shares held in the program. Beneficiaries of the program include the reporting person's minor children. The reporting person disclaims beneficial ownership of these securities, except to the extent of his pecuniary interest therein.
- (2) Held through "contrats de capitalization," a form of life insurance program for the benefit of the reporting person's three minor children, where the reporting person maintains investment control over the Microsoft shares held in the program. The reporting person disclaims beneficial ownership of these securities, except to the extent of his pecuniary interest therein.

### Remarks:

This amendment is being filed solely to update the number of shares held through the "contrats d'assurance vie" as reported in

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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