

MICROSOFT CORP  
Form DEFA14A  
October 12, 2006

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934 (Amendment No. \_\_ )**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement  
 **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**  
 Definitive Proxy Statement

Definitive Additional Materials  
 Soliciting Material Pursuant to §240.14a-12

**Microsoft Corporation**

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(Name of Registrant as Specified In Its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

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(1) Title of each class of securities to which transaction applies:

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(2) Aggregate number of securities to which transaction applies:

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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(4) Proposed maximum aggregate value of transaction:

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(5) Total fee paid:

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Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

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(2) Form, Schedule or Registration Statement No.:

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(3) Filing Party:

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(4) Date Filed:

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**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 control number.**

[The following communication was distributed to full-time employees of Microsoft and its subsidiaries related to Microsoft's Annual Meeting of Shareholders scheduled for November 14, 2006. Please read the entire proxy statement, filed with the SEC on October 4, 2006, for a discussion of the Annual Meeting agenda items.]

**From:** Chris Liddell

**Sent:** Thursday, October 12, 2006

**To:** Microsoft and Subsidiaries: All FTE

**Subject:** Proxy Voting by Microsoft Shareholders

Every year, shareholders are given the opportunity to participate directly in the governance of Microsoft through the proxy voting process.

If you own Microsoft shares, **I encourage you to vote your proxy and take an active role in the overall governance of our company.**

This year, shareholders are asked to consider and vote on the following matters:

This year, shareholders are asked to consider and vote on the following matters:

- 1. Election of directors,**
- 2. Ratification of the selection of Deloitte & Touche LLP as Microsoft's independent auditor, and**
- 3. Three shareholder proposals described in the Proxy Statement.**

**Over the next few weeks, you will receive your proxy materials and proxy voting instructions** either through an electronic link directly from our transfer agent, Mellon Investor Services (epxy@docucorp-asp.com), or in the postal mail, depending on where your shares are held. In either case, you may **vote electronically** by following the instructions in the materials you receive.

If you do not receive proxy materials and believe that you should have, or if you have **questions regarding Microsoft's proxy voting, please email Microsoft Investor Relations** at denniem@microsoft.com.

Thank you,

Chris