

GATES WILLIAM H III  
Form 4  
December 01, 2004

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
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 (Month/Day/Year)

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

ONE MICROSOFT WAY

11/29/2004

Chairman of the Board

(Street)

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

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

(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 |   | 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) |   |  |   |
| Common Stock                    | 11/29/2004                           |  | S                   |   | 4,300   | D          | \$ 26.94  | 1,080,495,036  | D   |
| Common Stock                    | 11/29/2004                           |  | S                   |   | 115,819   | D          | \$ 26.93  | 1,080,379,217  | D   |
| Common Stock                    | 11/29/2004                           |  | S                   |   | 30,745  | D          | \$ 26.92  | 1,080,348,472  | D   |
| Common Stock                    | 11/29/2004                           |  | S                   |   | 52,100  | D          | \$ 26.91  | 1,080,296,372  | D   |
| Common Stock                    | 11/29/2004                           |  | S                   |   | 59,800  | D          | \$ 26.9   | 1,080,236,572  | D   |
|                                 | 11/29/2004                           |  | S                   |   | 373,064   | D          |   | 1,079,863,508  | D   |

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|              |            |   |         |   |  |          |               |   |
|--------------|------------|---|---------|---|--|----------|---------------|---|
| Common Stock |            |   |         |   |  | \$ 26.89 |               |   |
| Common Stock | 11/29/2004 | S | 185,719 | D |  | \$ 26.88 | 1,079,677,789 | D |
| Common Stock | 11/29/2004 | S | 76,306  | D |  | \$ 26.87 | 1,079,601,483 | D |
| Common Stock | 11/29/2004 | S | 201,147 | D |  | \$ 26.86 | 1,079,400,336 | D |
| Common Stock | 11/29/2004 | S | 184,840 | D |  | \$ 26.85 | 1,079,215,496 | D |
| Common Stock | 11/29/2004 | S | 398,548 | D |  | \$ 26.84 | 1,078,816,948 | D |
| Common Stock | 11/29/2004 | S | 196,093 | D |  | \$ 26.83 | 1,078,620,855 | D |
| Common Stock | 11/29/2004 | S | 70,797  | D |  | \$ 26.82 | 1,078,550,058 | D |
| Common Stock | 11/29/2004 | S | 100,722 | D |  | \$ 26.81 | 1,078,449,336 | D |
| Common Stock | 11/29/2004 | S | 240,900 | D |  | \$ 26.8  | 1,078,208,436 | D |
| Common Stock | 11/29/2004 | S | 1,000   | D |  | \$ 26.79 | 1,078,207,436 | D |
| Common Stock | 11/29/2004 | S | 58,100  | D |  | \$ 26.78 | 1,078,149,336 | D |
| Common Stock | 11/29/2004 | S | 50,000  | D |  | \$ 26.77 | 1,078,099,336 | D |
| Common Stock | 11/29/2004 | S | 50,000  | D |  | \$ 26.73 | 1,078,049,336 | D |
| Common Stock | 11/29/2004 | S | 50,000  | D |  | \$ 26.7  | 1,077,999,336 | 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 | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene |
|--|------------------------------------|--------------------------------------|--|--------------------------------|-------------------------|--|--|--|------------------------|
|--|------------------------------------|--------------------------------------|--|--------------------------------|-------------------------|--|--|--|------------------------|

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| Derivative Security | Code | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) |     | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | (Instr. 3 and 4) |
|---------------------|------|---|-----|------------------|-----------------|-------|----------------------------|------------------|
|                     |      | (A)   | (D) |                  |                 |       |                            |                  |

## Reporting Owners

| Reporting Owner Name / Address                                | Relationships |           |                       |       |
|---|---------------|-----------|-----------------------|-------|
|   | Director      | 10% Owner | Officer               | Other |
| GATES WILLIAM H III<br>ONE MICROSOFT WAY<br>REDMOND, WA 98052 | X             |           | Chairman of the Board |       |

## Signatures

Michael Larson, on behalf of William H. Gates III. Authorized under power of attorney dated 3/14/2001 by William H. Gates III, filed on 3/19/2001 with Cascade Investment's Schedule 13D, SEC File No. 005-52919. 12/01/2004

\_\_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).
- 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 purpose of Section 16 or for any other purposes.

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.