

MICROSOFT CORP
Form 4
November 21, 2002

FORM 4

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

OMB APPROVAL

☐ 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**

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden
hours per response. . .0.5

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

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| | | | | | | | | | |
|--|--------------------------------------|--|---|---|--|--|--|--|---|
| 1. Name and Address of Reporting Person* | | | 2. Issuer Name and Ticker or Trading Symbol | | | | 6. Relationship of Reporting Person(s) | | |
| Wilderotter, Mary Agnes | | | Microsoft Corporation (MSFT) | | | | to Issuer (Check all applicable) | | |
| (Last) (First) (Middle) | | | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) | | | | Director — | | |
| One Microsoft Way | | | | | | | 4. Statement for Month/Day/Year 11/20/2002 | | |
| (Street) | | | 5. If Amendment, Date of Original (Month/Day/Year) | | | | X Officer (give title below) — | | |
| Redmond, WA 98052 | | | | | | | Other (specify below) | | |
| (City) (State) (Zip) | | | 7. Individual or Joint/Group Filing (Check Applicable Line) | | | | | | |
| | | | X 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 & 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 & 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| Common Stock | | | | | | | 0 | D | |

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

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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FORM 4 (continued) 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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 & 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported | 10. Ownership Form of Derivative Security: | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|--|--|--|
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|--|--|--|

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| | | Year) | (D) (Instr. 3, 4 & 5) | | Code | V | (A) | (D) | Date Exer-cisable | Expira- tion Date | Title | Amount or Number of Shares | Transaction(s) (Instr. 4) | Direct (D) or Indirect (I) (Instr. 4) |
|--|---------|------------|-----------------------------|--|------|---|---------|-----|----------------------|-------------------------|-----------------|--|------------------------------|--|
| | | | | | | | | | | | | | | |
| Employee stock option (right to buy) | \$56.62 | 11/20/2002 | | | A | | 300,000 | | (1) | 11/20/12 | Common stock | 300,000 | 300,000 | D |

Explanation of Responses:

(1) This option was granted pursuant to the Microsoft Corporation Stock Option Plan, a Rule 16b-3 qualified plan, on the date and at the price indicated. This option becomes exercisable in accordance with a vesting schedule. Under this schedule, 1/8th of the option becomes exercisable 18 months after the grant date and an additional 1/8th becomes exercisable each 6 months thereafter.

By: /s/ **Shauna L. Vernal**

Shauna L. Vernal, Attorney-in-Fact for Mary Agnes

Wilderotter

**Signature of Reporting Person

11/21/02

Date

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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