

MICROSOFT CORP
Form 5
July 08, 2005

FORM 5

**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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
ALLCHIN JAMES E

(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
MICROSOFT CORP [MSFT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

ONE MICROSOFT WAY

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
06/30/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Group Vice President

REDMOND, WA 98052-6399

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

6. Individual or Joint/Group Reporting

(check applicable line)

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock					20,703 ⁽¹⁾	D	

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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)		
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (right to buy) #0284960	\$ 25.1438 ⁽²⁾	Â	Â	Â	Â	08/20/2005 ⁽³⁾	02/20/2011	Common Stock	2,222
Employee Stock Option (right to buy) #0365080	\$ 21.591 ⁽⁴⁾	Â	Â	Â	Â	07/31/2005 ⁽⁵⁾	07/31/2012	Common Stock	1,444

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ALLCHIN JAMES E ONE MICROSOFT WAY REDMOND, WA 98052-6399	Â	Â	Â	Group Vice President

Signatures

Keith R. Dolliver, Attorney-in-Fact for James E. Allchin
 07/08/2005
 __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).
 - (1) Includes 934 shares acquired on March 31, 2005 under the Microsoft employee stock purchase plan. Also includes an increase of 1,067 shares to the existing July 31, 2002 stock award in connection with the \$3.00 special dividend paid to shareholders of record on November 17, 2004.
 - (2) This option was previously reported as an option covering 2,000,000 shares at an exercise price of \$27.9375 per share and has been adjusted in connection with the \$3.00 special dividend paid to shareholders of record on November 17, 2004.
 - (3)

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1,666,666 shares are vested and immediately exercisable, 277,778 shares will vest and become exercisable on each of August 20, 2005, and February 20, 2006.

- (4) This option was previously reported as an option covering 1,300,000 shares at an exercise price of \$23.99 per share and has been adjusted in connection with the \$3.00 special dividend paid to shareholders of record on November 17, 2004.

- 541,666 shares are vested and immediately exercisable, 180,556 shares will vest and become exercisable on July 31, 2005, 180,555 shares will vest and become exercisable on January 31, 2006, 180,556 shares will vest and become exercisable on July 31, 2006, 180,555 shares will vest and become exercisable on January 31, 2007, and 180,556 shares will vest and become exercisable on July 31, 2007.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.