SHIRLEY JON A Form 4 January 21, 2003

FORM 4

_ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPROVAL

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1. Name and Ad Shirley, Jon A.	ldress of Repo			Name and ft Corpora			Person(s to Issuer	6. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner _ Officer (give title below) Other (specify below)			
(Last) One Microsoft	of Re	por	Identificat ting Person ty (volunta	n,	umber	4. Statement for Month/Day/Year 01/15/2003	10% Ow _ Office				
Redmond, WA	(Street) 98052						5. If Amendment, Date of Original (Month/Day/Year)	(Check A X Form Person Form	7. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City		Τε	able I No	on-De	rivativ	e Securities Acquired, I	Disposed of, or Beneficially Owned				
(City) (State) (Zip) 1. Title of 2. Trans- 2A. Deemed 3. Trans- action Execution Date, (Month/Day/ Year) (Month/Day/ Year) (Zip) 2A. Deemed Action Co (Month/Day/ Year)					4. Securiti (A) or Dis (Instr. 3, 4	posed	of (D)	Beneficially Owned Follow-	Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V Amount (A) P or (D)			ing Reported Transactions(s) (Instr. 3 & 4)	(I) (Instr. 4)			
Common Stock	01/02/03		G	V	1,205	D	N/A	4,759,566	D		
Common Stock								654,470	I	Shirley Family Limited Partnership	

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

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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)

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1. Title of	2. Conver-	3.	3A.	4.	٥.	6. Date Exercisable	7. Title and	8. Price of	9. Number of	10.	11. Nature
Derivative	sion or	Trans-	Deemed	Trans-	Number	and Expiration	Amount of	Derivative	Derivative	Owner-	of Indirect
Security	Exercise	action	Execution	action	of	Date	Underlying	Security	Securities	ship	Beneficial
	Price of	Date	Date,	Code	Derivati	(NeIonth/Day/	Securities	(Instr. 5)	Beneficially	Form	Ownership
(Instr. 3)	Derivative		if any		Securition	X ear)	(Instr. 3 & 4)		Owned	of Deriv-	(Instr. 4)

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

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I	Security	(Month/	(Month/	(Instr.		Acq	uire	d				Following	ative	
				8)		(A)						_	Security:	
		Year)	Year)			Disp	ose	d				Transaction(s)	Direct	
					ı	of (I	O)					(Instr. 4)	(D)	
													or	
					١	(Ins	tr.						Indirect	
						3, 4	&						(I)	
						5)							(Instr. 4)	
				Code	V	(A)	(D)	Date	Expira-	Title	Amount			
								Exer-cisable	tion		or			
									Date		Number			
											of			
											Shares			

Explanation of Responses:

By: /s/ Shauna L. Vernal
Shauna L. Vernal, Attorney-in-Fact for Jon A.

Date

Shirley

**Signature of Reporting Person

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