

BROD FRANK H
Form 4
September 05, 2012

FORM 4

**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).

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 *
BROD FRANK H

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

(Last) (First) (Middle)
C/O MICROSOFT CORPORATION, ONE MICROSOFT WAY
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/31/2012

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 98052-6399

(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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				Code	V Amount or Price			
Common Stock	08/31/2012		A		22,698 (1)	\$ 0	142,506	D
Common Stock	08/31/2012		A		10,000 (2)	\$ 0	152,506	D
Common Stock	08/31/2012		A		15,396 (3)	\$ 0	167,902	D
Common Stock	08/31/2012		A		18,657 (4)	\$ 0	186,559	D
Common Stock	08/31/2012		F		13,304	\$ 30.32	154,598	D

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Represents stock award for fiscal year 2012 performance that will vest over 4 years at the rate of 25% starting on September 30, 2012 and then at the rate of 25% on each August 31 thereafter, subject to continued employment.

- (3) Represents stock award for fiscal year 2012 performance that will vest over 5 years at the rate of 20% starting on August 31, 2013, and then at the rate of 20% on each August 31 thereafter, subject to continued employment.
- (4) Represents stock award for fiscal year 2013 performance that will vest over 4 years with the initial vest at the rate of 25% on August 31, 2013, and then at the rate of 12.5% every 6 month anniversary thereafter, subject to continued employment.

This transaction was executed in multiple trades at prices ranging from \$30.40 to \$30.412. The price reported above reflects the weighted

- (5) average purchase price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.

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.