

MICROSOFT CORP
 Form 3
 July 10, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
* MUNDIE CRAIG J		(Month/Day/Year) 07/01/2008	MICROSOFT CORP [MSFT]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
C/O MICROSOFT CORPORATION, ONE MICROSOFT WAY			(Check all applicable)	
(Street)			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
REDMOND, WA 98052-6399			<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Chief ResearchStrategy Officer	
(City)	(State)	(Zip)		

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	172,833 ⁽¹⁾	D	

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Option (right to buy) (Grant No. 0167463)	11/22/2006	11/22/2009	Common Stock	52,556	\$ 40.4157	D	Â
Employee Stock Option (right to buy) (Grant No. 0171057)	03/06/2005	03/06/2010	Common Stock	2,222,222	\$ 40.7813	D	Â
Employee Stock Option (right to buy) (Grant No. 0202680)	04/24/2007	04/24/2010	Common Stock	52,556	\$ 29.9813	D	Â
Employee Stock Option (right to buy) (Grant No. 0285325)	04/24/2005	04/24/2010	Common Stock	1,111,111	\$ 25.1438	D	Â
Employee Stock Option (right to buy) (Grant No. 0365250)	02/20/2006	02/20/2011	Common Stock	1,111,111	\$ 25.591	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MUNDIE CRAIG J C/O MICROSOFT CORPORATION ONE MICROSOFT WAY REDMOND, WA 98052-6399	Â	Â	Â Chief Research Strategy Officer	Â

Signatures

Keith R. Dolliver, Attorney-in-Fact for Craig J. Mundie 07/10/2008

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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 an aggregate of 165,679 shares represented by unvested stock awards, of which 125,054 shares will vest on August 31, 2008, 20,312 shares will vest on August 31, 2009, and 20,313 shares will vest on August 31, 2010.

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.