

Satterwhite Johnny Earl
 Form 5/A
 June 14, 2011

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 *
 Satterwhite Johnny Earl
 (Last) (First) (Middle)
 4100 GUS DRIVE
 (Street)
 KILLEEN, TX 76549
 (City) (State) (Zip)

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

3. Statement for Issuer's Fiscal Year Ended
 (Month/Day/Year)
 10/15/2000

4. If Amendment, Date Original Filed(Month/Day/Year)
 06/14/2011

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Reporting
 (check applicable line)
 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 and 5) | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|
| | | | | Amount or Price | |
| CLASS-A-COMMON STOCK | 06/14/2011 | 06/14/2011 | F | 999,999,999,999 A | \$ 999,999,999,999 999,999,999 |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 (D) (Instr. 3, 4, and 5) | 6. Date Expiration Date (Month/Day/Year) |
|--|--|--------------------------------------|--|--------------------------------|---|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|

| | | | | | (A) | (D) Date Exercisable |
|----------------------|--------------------|------------|------------|---|-----------------|----------------------|
| CLASS-A-COMMON STOCK | \$ 999,999,999,999 | 06/14/2011 | 06/14/2011 | F | 999,999,999,999 | 06/14/2011 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Satterwhite Johnny Earl 4100 GUS DRIVE KILLEEN, TX 76549 | ^ | ^ X | ^ | ^ |

Signatures

JOHNNY EARL
SATTERWHITE

06/14/2011

**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).

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.