

DelBene Kurt D  
Form 4  
January 07, 2011

**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 \*  
DelBene Kurt D

(Last) (First) (Middle)

C/O MICROSOFT CORPORATION, ONE MICROSOFT WAY

(Street)

REDMOND, WA 98052-6399

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
01/06/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
President, Office Division

6. Individual or Joint/Group Filing(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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| Common Stock                    | 01/06/2011                           |                                                    | M                              | (A)<br>Amount<br>17,460<br>(1)                                    | \$<br>25.1438                                                                                 | 132,161                                                  | D                                                     |
| Common Stock                    | 01/06/2011                           |                                                    | S                              | (D)<br>Amount<br>17,460<br>(1)                                    | \$ 28.07                                                                                      | 115,513 (2)                                              | D                                                     |
| Common Stock                    |                                      |                                                    |                                |                                                                   | 4,282                                                                                         | I                                                        | By Spouse IRA                                         |

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

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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 Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--------------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|
|                                                  |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Employee Stock Option (right to buy) No. 0285355 | \$ 25.1438                                             | 01/06/2011                           |                                                    | M                              | 17,460 <sup>(1)</sup>                                                                   | 02/20/2005 02/20/2011                                    | Common Stock 17,460                                           |
| Employee Stock Option (right to buy) No. 0285356 | \$ 25.1438                                             |                                      |                                                    |                                |                                                                                         | 02/20/2006 02/20/2011                                    | Common Stock 43,649                                           |

## Reporting Owners

| Reporting Owner Name / Address                                                             | Relationships |           |                            |       |
|--------------------------------------------------------------------------------------------|---------------|-----------|----------------------------|-------|
|                                                                                            | Director      | 10% Owner | Officer                    | Other |
| DelBene Kurt D<br>C/O MICROSOFT CORPORATION<br>ONE MICROSOFT WAY<br>REDMOND, WA 98052-6399 |               |           | President, Office Division |       |

## Signatures

Keith R. Dolliver, Attorney-in-fact for Kurt D. DelBene  
Date: 01/07/2011

\_\_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).

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- (1) The exercise of the stock option and the sale of the underlying shares were made under a 10b5-1 plan previously adopted by the reporting person.
- (2) Includes 245 shares acquired on September 30, 2010 and 107 shares acquired on December 31, 2010 under the Microsoft employee stock purchase plan.

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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