

FORM 5

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

OMB APPROVAL

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{ } Check this box if ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP
no longer subject to
Section 16. Form 4 or
Form 5 obligations may
continue. See Instruction
1(b).

{ } Form 3 Holdings Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section
Reported 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the

{ } Form 4 Transactions Investment Company Act of 1940
Reported

(Print or Type Responses)

1. Name and Address of Reporting Person*	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
BROD FRANK H	MICROSOFT CORP MSFT	<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other
(Last) (First) (Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)	(give title below) (specify below)
C/O MICROSOFT CORPORATION, ONE MICROSOFT WAY	06-30-2008	Chief Operating Officer
(Street)	4.If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
REDMOND-WA-98052-6399		<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More Than One Reporting Person
(City) (State) (Zip)		

Table I -- Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans- action Date (Month/ Day/ Year)	2a. Deemed Execut. Date (Month/ Day/ Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Sec Beneficially Owned Following Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock					75,422 #1	D	

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

1. Title of	2. Conver-	3. Trans-	3a. Deemed	4. Trans-	5. Number of	6. Date	7. Title and	8. Price	9. Number	10. Owner-	11. Nature of
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Derivative Security (Instr. 3)	or Exercise Price of Derivative Security	action Date (Month/Day/Year)	Execu. Date (Month/Day/Year)	action Code (Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	Exercisable and Expiration Date (Month/Day/Year)	Amount of Underlying Securities (Instr. 3 and 4)	of Derivative Securities (Instr. 5)	of Derivative Securities (Instr. 5)	ship Form of Derivative Securities (Instr. 4)	Indirect Beneficial Ownership (Instr. 4)

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BROD FRANK H C/O MICROSOFT CORPORATION ONE MICROSOFT WAY REDMOND WA 98052-6399			Chief Operating Officer	

Signatures

Keith R. Dolliver, Attorney-in-fact for Frank H. Brod / 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 209 shares acquired on March 31, 2008 and 431 shares acquired on June 30, 2008 under the Microsoft employee stock purchase plan.

Remarks:

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 specifically asks for their information.