#### SMITH BRADFORD L

Form 4

February 18, 2011

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB 3235-0287

**OMB APPROVAL** 

Number:

Expires:

January 31, 2005

0.5

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if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

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(b).

(Print or Type Responses)

See Instruction

2. Issuer Name <b>and</b> Ticker or Trading Symbol MICROSOFT CORP [MSFT]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
3. Date of Earliest Transaction	(Check an apphicaele)			
(Month/Day/Year)	Director 10% Owner			
02/17/2011	_X_ Officer (give title Other (spec			
	below) below) Senior Vice President			
	Semoi vice i resident			
4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
Filed(Month/Day/Year)	Applicable Line)			
	_X_ Form filed by One Reporting Person			
	Form filed by More than One Reporting Person			
	Symbol MICROSOFT CORP [MSFT]  3. Date of Earliest Transaction (Month/Day/Year) 02/17/2011  4. If Amendment, Date Original			

(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) comp Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of 6. Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)	
Common Stock	02/17/2011		M	66,667	A	\$ 25.1438	527,041	D	
Common Stock	02/17/2011		S	66,667	D	\$ 27.2531	460,374	D	
Common Stock	02/18/2011		M	66,666	A	\$ 25.1438	527,040	D	
Common Stock	02/18/2011		S	66,666	D	\$ 27	460,374	D	

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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.

SEC 1474 (9-02)

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. Transactio Code (Instr. 8)	Secur Acqui or Dis (D) (Instr.	5. Number of dDerivative Expiration Date Expiration Date Expiration Date (Month/Day/Year)  Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		e	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)	\$ 25.1438	02/17/2011		M		66,667	02/20/2006	02/20/2011	Common Stock	66,667
Employee Stock Option (right to buy)	\$ 25.1438	02/18/2011		M		66,666	02/20/2006	02/20/2011	Common Stock	66,666

Relationships

Date

# **Reporting Owners**

\*\*Signature of Reporting Person

Reporting Owner Name / Address			•	
	Director	10% Owner	Officer	Other
SMITH BRADFORD L C/O MICROSOFT CORPORATION ONE MICROSOFT WAY REDMOND, WA 98052-6399			Senior Vice President	
Signatures				
Keith R. Dolliver, Attorney-in-Fact for Smith	Bradford L.	02	2/18/2011	

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# **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).

This transaction was executed in multiple trades at prices ranging from \$27.24 to \$27.265. The price reported above reflects the weighted (1) 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.