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MICROSOFT CORP

Form 3

March 11, 2014

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

À Capossela Christopher C

(Last) (First) (Middle) Requiring Statement (Month/Day/Year)

03/03/2014

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

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original

Filed(Month/Day/Year)

C/O MICROSOFT CORPORATION, Â ONE MICROSOFT WAY

(Street)

(Check all applicable)

10% Owner Director _X__ Officer Other (give title below) (specify below) EVP, Chief Marketing Officer

6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting

Person

Form filed by More than One Reporting Person

REDMOND, Â WAÂ 98052-6399

(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:

4. Nature of Indirect Beneficial Ownership (Instr. 5)

Direct (D) or Indirect (I)

Common Stock

265,988 (1)

(Instr. 5) Â D

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

SEC 1473 (7-02)

4.

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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)

Expiration Date (Month/Day/Year)

2. Date Exercisable and 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

5. Ownership Conversion or Exercise Form of

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Price of Derivative Derivative Security:

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Date Expiration Title Exercisable Date

Amount or Security Number of Shares

Direct (D) or Indirect (I)

(Instr. 5)

Other

Reporting Owners

Relationships Reporting Owner Name / Address

Â

Director 10% Owner Officer

Capossela Christopher C C/O MICROSOFT CORPORATION ONE MICROSOFT WAY REDMOND, Â WAÂ 98052-6399

Â EVP, Chief Marketing Officer Â

Signatures

Keith R. Dolliver, Attorney-in-Fact for Christopher C. Capossela

03/11/2014

**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).
 - Includes an aggregate of 241,702 shares represented by stock awards that vest, subject to continued employment, as follows: 19640 shares vest on August 30, 2014, 72,428 shares vest on August 31, 2014, 15,597 shares vest on February 28, 2015, 12,156 shares vest on
- (1) August 30, 2015, 45,375 shares vest on August 31, 2015, 15,597 shares vest on February 29, 2016, 12,156 shares vest on August 30, 2016, 19,547 shares vest on August 31, 2015, 7,485 shares vest on February 28, 2017, 12,157 shares vest on August 30, 2017, 4,893 shares vest on August 31, 2017, and 4,671 shares vest on August 30, 2018.

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.

Reporting Owners 2