

BROD FRANK H
Form 4
September 05, 2012

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 *
BROD FRANK H

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Chief Accounting Officer

(Last) (First) (Middle)
C/O MICROSOFT CORPORATION, ONE MICROSOFT WAY
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/31/2012

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

REDMOND, WA 98052-6399

(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) 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|-------------------|---|--|-----------------------------------|
| | | | | Code | V Amount or Price | | | |
| Common Stock | 08/31/2012 | | A | | (A) \$ 0 | 22,698 (1) | D | D |
| Common Stock | 08/31/2012 | | A | | (A) \$ 0 | 10,000 (2) | D | D |
| Common Stock | 08/31/2012 | | A | | (A) \$ 0 | 15,396 (3) | D | D |
| Common Stock | 08/31/2012 | | A | | (A) \$ 0 | 18,657 (4) | D | D |
| Common Stock | 08/31/2012 | | F | | (D) \$ 30.32 | 13,304 | D | D |

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| | | | | | | | |
|--------------|------------|---|--------|---|----------------------|---------|---|
| Common Stock | 09/04/2012 | S | 15,000 | D | \$ 30.4085 (5) | 139,598 | D |
|--------------|------------|---|--------|---|----------------------|---------|---|

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. 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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| 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 Accounting Officer | |

Signatures

Keith R. Dolliver, Attorney-in-fact for Frank H.
Brod
09/05/2012

__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).
- (1) Represents stock award for fiscal year 2012 performance that will vest over 4 years at the rate of 25% starting on August 31, 2012 and then at the rate of 25% on each August 31 thereafter, subject to continued employment.
- (2)

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Represents stock award for fiscal year 2012 performance that will vest over 4 years at the rate of 25% starting on September 30, 2012 and then at the rate of 25% on each August 31 thereafter, subject to continued employment.

- (3) Represents stock award for fiscal year 2012 performance that will vest over 5 years at the rate of 20% starting on August 31, 2013, and then at the rate of 20% on each August 31 thereafter, subject to continued employment.
- (4) Represents stock award for fiscal year 2013 performance that will vest over 4 years with the initial vest at the rate of 25% on August 31, 2013, and then at the rate of 12.5% every 6 month anniversary thereafter, subject to continued employment.

This transaction was executed in multiple trades at prices ranging from \$30.40 to \$30.412. The price reported above reflects the weighted

- (5) 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.

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