MICROSOFT CORP
Form POS AM
June 20, 2003

As filed with the Securities and Exchange Commission on June 20, 2003

Registration No. 333-17143

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1

to

FORM S-3

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

MICROSOFT CORPORATION

(Exact name of registrant as specified in its charter)

Washington	**91-1144442**
(State or other jurisdiction of incorporation or organization)	**(IRS Employer Identification No.)**

One Microsoft Way

Redmond, Washington 98052-6399

(425) 882-8080

(Address, including zip code, and telephone

number including area code, of registrant s principal

executive office)

John Seethoff

Deputy General Counsel, Finance and Operations

One Microsoft Way

Redmond, Washington 98052-6399

(425) 882-8080

(Name, address, including zip code and telephone number,

including area code, of agent for service)

Copies of all communications to:

Christopher H. Cunningham

Ryan R. Montecucco

Preston Gates & Ellis LLP

925 Fourth Avenue, Suite 2900

Seattle, Washington 98104-1158

(206) 623-7580

Approximate date of commencement of proposed sale to the public: Not applicable.

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. ¨

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, please check the following box. ¨

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ¨

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. x

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. ¨

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Commission, acting pursuant to said section 8(a), may determine.

On December 2, 1996, Microsoft Corporation (Microsoft) filed a Registration Statement on Form S-3, SEC 1933 Act Number 333-17143 (the Registration Statement), which was subsequently amended on December 13, 1996 and December 16, 1996, to cover $862,500,000[1] of Microsoft s 2¾% Convertible Exchangeable Principal-Protected Series A Preferred Shares (the Series A Shares[2]).

The Registration Statement was filed in order to register the Series A Shares, which were exchangeable, in certain defined circumstances, into convertible notes and/or shares of Microsoft Common Stock.

As all Series A Shares were converted to Microsoft Common Stock on December 15, 1999, Microsoft hereby de-registers all of its Series A Shares registered pursuant to the Registration Statement.

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[1] Represents approximately 10,798,122 Series A Shares at a price, determined on December 18, 1996, to be $79.875.

[2] Microsoft later filed amendments to the Registration Statement pursuant to Rule 462(b) covering an additional 1,564,946 Series A Shares (SEC Numbers 333-18055 and 333-18195).

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Redmond, State of Washington, on June 20, 2003.

MICROSOFT CORPORATION

By: /s/ KEITH R. DOLLIVER

Keith R. Dolliver

Associate General Counsel

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

*	Chief Executive Officer, Director (Principal Executive Officer)
Steven A. Ballmer	
*	Chairman, Chief Software Architect, Director
William H. Gates III	
*	Senior Vice President, Finance and Administration, Chief Financial Officer
John G. Connors	
*	Director
James I. Cash	
*	Director
Raymond V. Gilmartin	
*	Director
David F. Marquardt	
*	Director
Ann McLaughlin Korologos	
*	Director
W. G. Reed, Jr.	

*	Director

Jon A. Shirley

*By: /s/ KEITH R. DOLLIVER

Keith R. Dolliver

Attorney-in-Fact pursuant to a power

of attorney attached as an Exhibit hereto.

EXHIBIT INDEX

24. Consent Resolution of Board of Directors and Power of Attorney