

MICROSTRATEGY INC
Form 4
November 01, 2004

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 *
BANSAL SANJU K

(Last) (First) (Middle)

C/O MICROSTRATEGY
INCORPORATED, 1861
INTERNATIONAL DRIVE

(Street)

MCLEAN, VA 22102

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MICROSTRATEGY INC [MSTR]

3. Date of Earliest Transaction
(Month/Day/Year)
10/28/2004

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Vice Chairman, EVP and COO

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

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 Indirect Ownership (Instr. 4)
Class A Common Stock				(A)	50,000	I	Shares owned by Trust ⁽³⁾
Class A Common Stock	10/28/2004		C	50,000 A ⁽⁴⁾	50,000	I	Shares owned by LLC ⁽²⁾
Class A Common Stock	10/28/2004		S	100 D \$ 60.81	49,900 ⁽¹⁾	I	Shares owned by LLC ⁽²⁾
Class A Common Stock	10/28/2004		S	200 D \$ 60.83	49,700	I	Shares

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Common Stock								owned by LLC ⁽²⁾
Class A Common Stock	10/28/2004	S	700	D	\$ 60.8557	49,000	I	Shares owned by LLC ⁽²⁾
Class A Common Stock	10/28/2004	S	300	D	\$ 60.87	48,700	I	Shares owned by LLC ⁽²⁾
Class A Common Stock	10/28/2004	S	500	D	\$ 60.91	48,200	I	Shares owned by LLC ⁽²⁾
Class A Common Stock	10/28/2004	S	1,600	D	\$ 60.9131	46,600	I	Shares owned by LLC ⁽²⁾
Class A Common Stock	10/28/2004	S	100	D	\$ 60.98	46,500	I	Shares owned by LLC ⁽²⁾
Class A Common Stock	10/28/2004	S	2,500	D	\$ 61	44,000	I	Shares owned by LLC ⁽²⁾
Class A Common Stock	10/28/2004	S	100	D	\$ 61.01	43,900	I	Shares owned by LLC ⁽²⁾
Class A Common Stock	10/28/2004	S	700	D	\$ 61.1	43,200	I	Shares owned by LLC ⁽²⁾
Class A Common Stock	10/28/2004	S	5,300	D	\$ 61.1108	37,900	I	Shares owned by LLC ⁽²⁾
Class A Common Stock	10/28/2004	S	3,400	D	\$ 61.14	34,500	I	Shares owned by LLC ⁽²⁾
Class A Common Stock	10/28/2004	S	4,600	D	\$ 61.15	29,900	I	Shares owned by LLC ⁽²⁾
Class A Common Stock	10/28/2004	S	727	D	\$ 61.2	29,173	I	Shares owned by LLC ⁽²⁾
Class A Common Stock	10/28/2004	S	2,200	D	\$ 61.2491	26,973	I	Shares owned by LLC ⁽²⁾
Class A Common Stock	10/28/2004	S	500	D	\$ 61.41	26,473	I	Shares owned by LLC ⁽²⁾

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Class A Common Stock	10/28/2004	S	100	D	\$ 61.43	26,373	I	Shares owned by LLC ⁽²⁾
Class A Common Stock	10/28/2004	S	990	D	\$ 61.45	25,383	I	Shares owned by LLC ⁽²⁾
Class A Common Stock	10/28/2004	S	100	D	\$ 61.49	25,283	I	Shares owned by LLC ⁽²⁾
Class A Common Stock	10/28/2004	S	283	D	\$ 61.51	25,000	I	Shares owned by LLC ⁽²⁾
Class A Common Stock	10/28/2004	S	1,000	D	\$ 61.88	24,000	I	Shares owned by LLC ⁽²⁾
Class A Common Stock	10/28/2004	S	1,000	D	\$ 62.01	23,000	I	Shares owned by LLC ⁽²⁾
Class A Common Stock	10/28/2004	S	1,000	D	\$ 62.18	22,000	I	Shares owned by LLC ⁽²⁾
Class A Common Stock	10/28/2004	S	1,000	D	\$ 62.24	21,000	I	Shares owned by LLC ⁽²⁾
Class A Common Stock	10/28/2004	S	1,000	D	\$ 62.29	20,000	I	Shares owned by LLC ⁽²⁾
Class A Common Stock	10/28/2004	S	5,650	D	\$ 62.4	14,350	I	Shares owned by LLC ⁽²⁾

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

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(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,	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Securities (Instr. 3 and 4)
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and 5)

	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	(5)				10/28/2004		Class A Common Stock	50,000
Employee Stock Option (right to buy)	\$ 20.69				10/28/2004	02/08/2004 ⁽⁶⁾	02/08/2013	Class A Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BANSAL SANJU K C/O MICROSTRATEGY INCORPORATED 1861 INTERNATIONAL DRIVE MCLEAN, VA 22102	X		Vice Chairman, EVP and COO	

Signatures

W. Ming Shao, As Attorney-in-Fact _____ 11/01/2004

**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) Separate open market sale transactions that were executed on October 28, 2004 at the same price have been reported on an aggregate basis on a single line in Table I. The order in which sale transactions are set forth in Table I is not necessarily reflective of the sequence in which the sale transactions occurred in fact.
 - (2) These shares are owned directly by Shangri-La LLC (the "LLC"), and indirectly by Sanju K. Bansal as the sole member of the LLC.
 - (3) These shares are owned directly by the Sanjeev K. Bansal Qualified Annuity Trust #3, and indirectly by Mr. Bansal as the sole trustee of that trust.
 - (4) These shares were acquired upon conversion of shares of Class B Common Stock, which were convertible on a 1-for-1 basis into shares of Class A Common Stock.
 - (5) Shares of Class B Common Stock are convertible immediately upon receipt into shares of Class A Common Stock on a 1-for-1 basis and have no expiration date.
 - (6) The remaining portion of this option vests in four equal annual installments beginning on 02/08/2005 and expires on 02/08/2013.
 - (7) See Exhibit I.

Remarks:

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This is the first Form 4 of three Form 4 filings made by the reporting person to report transactions that occurred on October 28

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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