

MICROSTRATEGY INC
Form 4
August 05, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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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)
08/03/2005

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)
			Code	V Amount (A) or (D) Price			Shares Owned by Trust ⁽¹⁾
Class A Common Stock					50,000	I	
Class A Common Stock	08/03/2005		M	10,000 A \$ 20.69	10,000	D	
Class A Common Stock	08/03/2005		S	1,000 D \$ 77.25	9,000 ⁽²⁾	D	
Class A Common Stock	08/03/2005		S	1,000 D \$	8,000	D	

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Common Stock						77.34		
Class A Common Stock	08/03/2005	S	1,000	D	\$ 77.39	7,000		D
Class A Common Stock	08/03/2005	S	1,000	D	\$ 77.42	6,000		D
Class A Common Stock	08/03/2005	S	2,000	D	\$ 77.45	4,000		D
Class A Common Stock	08/03/2005	S	1,996	D	\$ 77.5	2,004		D
Class A Common Stock	08/03/2005	S	4	D	\$ 77.51	2,000		D
Class A Common Stock	08/03/2005	S	1,000	D	\$ 77.58	1,000		D
Class A Common Stock	08/03/2005	S	1,000	D	\$ 77.62	0		D

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, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	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 Options	\$ 20.69	08/03/2005		M	10,000	(3)	02/08/2013	Class A Common Stock	10,000

(right to
buy)

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

08/05/2005

__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) These shares are owned directly by the Sanjeev K. Bansal Qualified Annuity Trust #3, and indirectly by Mr. Bansal as sole trustee of that trust.

Separate open market sale transactions that were executed on 08/03/2005 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) The 10,000 shares exercised on 08/03/2005 pursuant to this stock option vested on 02/08/2005. The remaining 60,000 shares subject to the stock option vest in three equal annual installments beginning on 02/08/2006.
 - (3) See Exhibit A.
 - (4) See Exhibit A.

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.