

MICROSTRATEGY INC

Form 4

December 09, 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 *
SAYLOR MICHAEL J

(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)
12/07/2004

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)
Chairman and CEO

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				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)
			(A) or (D)	(A) or (D)	(A) or (D)	(A) or (D)			
			Code	V	Amount	Price			
Class A Common Stock	12/07/2004		M		10,000	\$ 20.69	10,000	D	
Class A Common Stock	12/07/2004		S		1,800	\$ 66.38	8,200 ⁽¹⁾	D	
Class A Common Stock	12/07/2004		S		100	\$ 66.39	8,100	D	
Class A Common Stock	12/07/2004		S		800	\$ 66.4	7,300	D	

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Common Stock							
Class A Common Stock	12/07/2004	S	200	D	\$ 66.41	7,100	D
Class A Common Stock	12/07/2004	S	100	D	\$ 66.42	7,000	D
Class A Common Stock	12/07/2004	S	1,500	D	\$ 66.46	5,500	D
Class A Common Stock	12/07/2004	S	800	D	\$ 66.53	4,700	D
Class A Common Stock	12/07/2004	S	700	D	\$ 66.54	4,000	D
Class A Common Stock	12/07/2004	S	100	D	\$ 66.55	3,900	D
Class A Common Stock	12/07/2004	S	100	D	\$ 66.58	3,800	D
Class A Common Stock	12/07/2004	S	300	D	\$ 66.59	3,500	D
Class A Common Stock	12/07/2004	S	900	D	\$ 66.65	2,600	D
Class A Common Stock	12/07/2004	S	1,000	D	\$ 66.66	1,600	D
Class A Common Stock	12/07/2004	S	200	D	\$ 66.67	1,400	D
Class A Common Stock	12/07/2004	S	200	D	\$ 66.71	1,200	D
Class A Common Stock	12/07/2004	S	200	D	\$ 66.72	1,000	D
Class A Common Stock	12/07/2004	S	1,000	D	\$ 66.75	0	D

Class A Common Stock	882	I	Shares owned by LLC <u>(2)</u>
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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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 20.69	12/07/2004		M	10,000	02/08/2004 ⁽³⁾ 02/08/2013	Class A Common Stock 10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SAYLOR MICHAEL J C/O MICROSTRATEGY INCORPORATED 1861 INTERNATIONAL DRIVE MCLEAN, VA 22102	X	X	Chairman and CEO	

Signatures

W. Ming Shao, As Attorney-in-Fact, Individually and as the Sole Member of Alcantara LLC 12/09/2004

__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).

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- Separate open market sale transactions that were executed on December 7, 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.

- (1) These shares are owned directly by Alcantara LLC (the "LLC"), and indirectly by Michael J. Saylor as the sole member of the LLC. The LLC's address is the same as Mr. Saylor's address. The LLC has designated Mr. Saylor as the designated filer. Mr. Saylor is an officer, director and ten percent owner of the issuer.

- (2) The 10,000 shares exercised on 12/07/2004 were among a total of 82,000 shares that vested on 02/08/2004 pursuant to this stock option.
- (3) The remaining 328,000 shares subject to the stock option vest in four equal annual installments beginning on 02/08/2005. This stock option expires on 02/08/2013.
- (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.

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