

MICROSTRATEGY INC
Form 4
November 03, 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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
11/01/2004

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

C/O MICROSTRATEGY INCORPORATED, 1861 INTERNATIONAL DRIVE

(Street)

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

MCLEAN, VA 22102

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Class A Common Stock					50,000	I	Shares owned by Trust ⁽¹⁾
Class A Common Stock	11/01/2004		C	40,000 A <u>(2)</u>	40,000	I	Shares owned by LLC ⁽³⁾
Class A Common Stock	11/01/2004		S	100 D \$ 59.92	39,900 <u>(4)</u>	I	Shares owned by LLC
Class A Common Stock	11/01/2004		S	100 D \$ 59.93	39,800	I	Shares

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Common Stock								owned by LLC
Class A Common Stock	11/01/2004	S	200	D	\$ 59.935	39,600	I	Shares owned by LLC
Class A Common Stock	11/01/2004	S	800	D	\$ 59.94	38,800	I	Shares owned by LLC
Class A Common Stock	11/01/2004	S	2,300	D	\$ 59.95	36,500	I	Shares owned by LLC
Class A Common Stock	11/01/2004	S	100	D	\$ 59.955	36,400	I	Shares owned by LLC
Class A Common Stock	11/01/2004	S	3,673	D	\$ 59.9577	32,727	I	Shares owned by LLC
Class A Common Stock	11/01/2004	S	100	D	\$ 59.96	32,627	I	Shares owned by LLC
Class A Common Stock	11/01/2004	S	266	D	\$ 59.98	32,361	I	Shares owned by LLC
Class A Common Stock	11/01/2004	S	2,866	D	\$ 60	29,495	I	Shares owned by LLC
Class A Common Stock	11/01/2004	S	200	D	\$ 60.01	29,295	I	Shares owned by LLC
Class A Common Stock	11/01/2004	S	1,350	D	\$ 60.02	27,945	I	Shares owned by LLC
Class A Common Stock	11/01/2004	S	611	D	\$ 60.04	27,334	I	Shares owned by LLC
Class A Common Stock	11/01/2004	S	2,450	D	\$ 60.0467	24,884	I	Shares owned by LLC
Class A Common Stock	11/01/2004	S	1,000	D	\$ 60.051	23,884	I	Shares owned by LLC
Class A Common Stock	11/01/2004	S	100	D	\$ 60.055	23,784	I	Shares owned by LLC

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Class A Common Stock	11/01/2004	S	500	D	\$ 60.06	23,284	I	Shares owned by LLC
Class A Common Stock	11/01/2004	S	4,250	D	\$ 60.0654	19,034	I	Shares owned by LLC
Class A Common Stock	11/01/2004	S	500	D	\$ 60.068	18,534	I	Shares owned by LLC
Class A Common Stock	11/01/2004	S	600	D	\$ 60.07	17,934	I	Shares owned by LLC
Class A Common Stock	11/01/2004	S	500	D	\$ 60.08	17,434	I	Shares owned by LLC
Class A Common Stock	11/01/2004	S	1,800	D	\$ 60.0898	15,634	I	Shares owned by LLC
Class A Common Stock	11/01/2004	S	100	D	\$ 60.09	15,534	I	Shares owned by LLC

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.

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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)	8. P Der Sec (Ins	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	(5)	11/01/2004		C	40,000	(5)	(5)	Class A Common Stock	40,000
Class B Common	(5)					(5)	(5)	Class A Common	38,305

Stock				Stock
Class B Common Stock	(5)	(5)	(5)	Class A Common Stock 2,357

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

Sanju K. Bansal 11/03/2004

**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) 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.
- (2) 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.
- (3) Shares that are indicated as being "owned by LLC" are owned directly by Shangri-La LLC (the "LLC"), and indirectly by Sanju K. Bansal as the sole member of the LLC.
- (4) Separate open market sale transactions that were executed on November 1, 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.
- (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) See Exhibit A.
- (7) These shares are owned directly by the Sanjeev K. Bansal Qualified Annuity Trust #2, and indirectly by Mr. Bansal as sole trustee of that trust.

Remarks:

This is the first Form 4 of two Form 4 filings made by the reporting person to report transactions that occurred on November 1

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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