

MICROSTRATEGY INC
Form 4
November 04, 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)
11/02/2004

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Class A Common Stock | | | | (A) or (D) | Price | | Shares owned by Trust ⁽¹⁾ |
| Class A Common Stock | 11/02/2004 | | C | 10,000 A | <u>(2)</u> 10,000 | I | Shares owned by LLC ⁽³⁾ |
| Class A Common Stock | 11/02/2004 | | S | 2,000 D | \$ 61.4 8,000 ⁽⁴⁾ | I | Shares owned by LLC |
| Class A Common Stock | 11/02/2004 | | S | 2,000 D | \$ 6,000 | I | Shares |

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| | | | | | | | | | |
|----------------------|------------|--|---|-------|---|-----------|-------|---|---------------------|
| Common Stock | | | | | | 61.4273 | | | owned by LLC |
| Class A Common Stock | 11/02/2004 | | S | 3,900 | D | \$ 61.5 | 2,100 | I | Shares owned by LLC |
| Class A Common Stock | 11/02/2004 | | S | 100 | D | \$ 61.55 | 2,000 | I | Shares owned by LLC |
| Class A Common Stock | 11/02/2004 | | S | 2,000 | D | \$ 62.455 | 0 | I | Shares owned by LLC |

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) | 8. P | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Class B Common Stock | (5) | 11/02/2004 | | C | 10,000 | (5) (5) | Class A Common Stock | 10,000 | |
| Class B Common Stock | (5) | | | | | (5) (5) | Class A Common Stock | 38,305 | |
| Class B Common Stock | (5) | | | | | (5) (5) | Class A Common Stock | 2,357 | |

Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer Other

BANSAL SANJU K
C/O MICROSTRATEGY INCORPORATED X Vice Chairman, EVP and COO
1861 INTERNATIONAL DRIVE
MCLEAN, VA 22102

Signatures

W. Ming Shao, As 11/04/2004
Attorney-in-Fact

 **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 2, 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.

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.