

Locke Arthur S III  
Form 4  
December 13, 2005

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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**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 \*  
Locke Arthur S III

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)  
12/09/2005

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)

VP, Finance and CFO

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)
				(A) or (D)	Price		
				Code	V	Amount	
Class A Common Stock	12/09/2005		M	A	\$ 24.8	1,376	D
Class A Common Stock	12/09/2005		M	A	\$ 23	1,422	D
Class A Common Stock	12/09/2005		S	D	\$ 77.6	1,222 <sup>(1)</sup>	D
Class A Common Stock	12/09/2005		S	D	\$	100	D

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Common Stock 77.606  
 Class A Common Stock 12/09/2005 S 100 D \$ 77.61 0 D

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

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**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 (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. Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 24.8	12/09/2005		M	1,376	<sup>(2)</sup> 04/18/2011	Class A Common Stock	1,376
Employee Stock Option (right to buy)	\$ 23	12/09/2005		M	46	<sup>(3)</sup> 04/25/2012	Class A Common Stock	46

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Locke Arthur S III C/O MICROSTRATEGY INCORPORATED 1861 INTERNATIONAL DRIVE MCLEAN, VA 22102			VP, Finance and CFO	

## Signatures

Arthur S. Locke,  
III

12/13/2005

\_\_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) 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 1,376 shares exercised on 12/09/2005 pursuant to this stock option vested on 04/18/2005.  
Of the 46 shares exercised on 12/09/2005 pursuant to this stock option, 15 shares vested on 03/31/2005, 16 shares vested on 06/30/2005,  
(3) and 15 shares vested on 09/30/2005. Of the remaining 78 shares subject to the stock option, 16 shares vest on 12/31/2005, 16 shares vest on 03/31/2006, 15 shares vest on 06/30/2006, 15 shares vest on 09/30/2006, and 16 shares vest on 12/31/2006.
- (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.