

MICROSTRATEGY INC
Form 4
November 02, 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

(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)

10/29/2004

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)
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 Beneficial Ownership (Instr. 4)
Class A Common Stock				(A)	50,000	I	Shares owned by Trust ⁽¹⁾
Class A Common Stock	10/29/2004		C	50,000 A <u>(2)</u>	50,000	I	Shares owned by LLC ⁽³⁾
Class A Common Stock	10/29/2004		S	6,562 D \$ 59.75	43,438 ⁽⁴⁾	I	Shares owned by LLC
Class A Common Stock	10/29/2004		S	100 D \$ 59.77	43,338	I	Shares

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Common Stock								owned by LLC
Class A Common Stock	10/29/2004	S	3,199	D	\$ 59.8	40,139	I	Shares owned by LLC
Class A Common Stock	10/29/2004	S	600	D	\$ 59.81	39,539	I	Shares owned by LLC
Class A Common Stock	10/29/2004	S	1,400	D	\$ 59.85	38,139	I	Shares owned by LLC
Class A Common Stock	10/29/2004	S	100	D	\$ 59.92	38,039	I	Shares owned by LLC
Class A Common Stock	10/29/2004	S	6,100	D	\$ 59.93	31,939	I	Shares owned by LLC
Class A Common Stock	10/29/2004	S	800	D	\$ 59.95	31,139	I	Shares owned by LLC
Class A Common Stock	10/29/2004	S	200	D	\$ 59.96	30,939	I	Shares owned by LLC
Class A Common Stock	10/29/2004	S	200	D	\$ 59.97	30,739	I	Shares owned by LLC
Class A Common Stock	10/29/2004	S	1,039	D	\$ 60	29,700	I	Shares owned by LLC
Class A Common Stock	10/29/2004	S	2,300	D	\$ 60.0009	27,400	I	Shares owned by LLC
Class A Common Stock	10/29/2004	S	1,700	D	\$ 60.0112	25,700	I	Shares owned by LLC
Class A Common Stock	10/29/2004	S	2,000	D	\$ 60.02	23,700	I	Shares owned by LLC
Class A Common Stock	10/29/2004	S	5,500	D	\$ 60.05	18,200	I	Shares owned by LLC
Class A Common Stock	10/29/2004	S	2,300	D	\$ 60.0593	15,900	I	Shares owned by LLC

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Class A Common Stock	10/29/2004	S	200	D	\$ 60.09	15,700	I	Shares owned by LLC
Class A Common Stock	10/29/2004	S	2,400	D	\$ 60.0904	13,300	I	Shares owned by LLC
Class A Common Stock	10/29/2004	S	1,000	D	\$ 60.11	12,300	I	Shares owned by LLC
Class A Common Stock	10/29/2004	S	1,000	D	\$ 60.12	11,300	I	Shares owned by LLC
Class A Common Stock	10/29/2004	S	2,000	D	\$ 60.13	9,300	I	Shares owned by LLC
Class A Common Stock	10/29/2004	S	2,000	D	\$ 60.14	7,300	I	Shares owned by LLC
Class A Common Stock	10/29/2004	S	2,000	D	\$ 60.15	5,300	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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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)	10/29/2004		C	50,000	(5)	(5)	Class A Common Stock	50,000
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

W. Ming Shao, As
Attorney-in-Fact

11/02/2004

**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 October 29, 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) This number excludes 10 shares of Class B Common Stock erroneously included in Table II of the first of three Form 4 filings by Mr. Bansal on November 1, 2004.
- (7) See Exhibit A.
- (8) 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 October 29,

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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