

MICROSTRATEGY INC

Form 4

November 01, 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 *
BROWN ERIC F

(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)
10/28/2004

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)
President and CFO

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)	
				(A) or (D)	Price			
				Code	V	Amount		
Class A Common Stock	10/28/2004		M	18,750	A	\$ 4.7	18,750	D
Class A Common Stock	10/28/2004		M	6,250	A	\$ 24.8	25,000	D
Class A Common Stock	10/28/2004		S	300	D	\$ 60.48	24,700 ⁽¹⁾	D
Class A Common Stock	10/28/2004		S	300	D	\$	24,400	D

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Common Stock						60.49		
Class A Common Stock	10/28/2004	S	1,100	D	\$ 60.5	23,300		D
Class A Common Stock	10/28/2004	S	300	D	\$ 60.51	23,000		D
Class A Common Stock	10/28/2004	S	150	D	\$ 60.56	22,850		D
Class A Common Stock	10/28/2004	S	300	D	\$ 60.57	22,550		D
Class A Common Stock	10/28/2004	S	100	D	\$ 60.58	22,450		D
Class A Common Stock	10/28/2004	S	100	D	\$ 60.61	22,350		D
Class A Common Stock	10/28/2004	S	900	D	\$ 60.64	21,450		D
Class A Common Stock	10/28/2004	S	800	D	\$ 60.65	20,650		D
Class A Common Stock	10/28/2004	S	550	D	\$ 60.66	20,100		D
Class A Common Stock	10/28/2004	S	200	D	\$ 60.67	19,900		D
Class A Common Stock	10/28/2004	S	100	D	\$ 60.69	19,800		D
Class A Common Stock	10/28/2004	S	1,100	D	\$ 60.73	18,700		D
Class A Common Stock	10/28/2004	S	600	D	\$ 60.75	18,100		D
Class A Common Stock	10/28/2004	S	300	D	\$ 60.77	17,800		D

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Class A Common Stock	10/28/2004		S	425	D	\$ 60.78	17,375	D
Class A Common Stock	10/28/2004		S	400	D	\$ 60.79	16,975	D
Class A Common Stock	10/28/2004		S	785	D	\$ 60.8	16,190	D
Class A Common Stock	10/28/2004		S	100	D	\$ 60.81	16,090	D
Class A Common Stock	10/28/2004		S	1,600	D	\$ 60.82	14,490	D
Class A Common Stock	10/28/2004		S	200	D	\$ 60.83	14,290	D
Class A Common Stock	10/28/2004		S	300	D	\$ 60.84	13,990	D
Class A Common Stock	10/28/2004		S	1,000	D	\$ 60.85	12,990	D
Class A Common Stock	10/28/2004		S	100	D	\$ 60.86	12,890	D
Class A Common Stock	10/28/2004		S	500	D	\$ 60.87	12,390	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 Acquired (A) or Disposed of (D) (Instr. 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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and 5)

	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options (right to buy)					07/26/2004 ⁽²⁾	07/26/2012	Class A Common Stock	18,750
Options		\$ 4.7		10/28/2004				
Employee Stock Options (right to buy)					04/18/2004 ⁽⁴⁾	04/18/2011	Class A Common Stock	6,250
Options		\$ 24.8		10/28/2004				

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BROWN ERIC F
C/O MICROSTRATEGY INCORPORATED
1861 INTERNATIONAL DRIVE
MCLEAN, VA 22102

President and CFO

Signatures

W. Ming Shao, As
Attorney-in-Fact

11/01/2004

**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).
Separate open market sale transactions that were executed on October 28, 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) The remaining portion of this option vests in two equal annual installments beginning on 07/26/2005 and expires on 07/26/2012.
- (3) See Exhibit A.
- (4) The remaining portion of this option vests on 04/18/2005 and expires on 04/18/2011.

Remarks:

This is the first Form 4 of three Form 4 filings made by the reporting person to report transactions that occurred on October 28, 2004.

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.