Epstein Robert H Form 4 May 04, 2018

## FORM 4

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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**OMB APPROVAL** 

response...

Section 16. Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

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

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person \* Epstein Robert H

2. Issuer Name and Ticker or Trading Symbol

MICROSTRATEGY INC [MSTR]

5. Relationship of Reporting Person(s) to

Issuer

(Middle) 3. Date of Earliest Transaction

(Check all applicable)

C/O MICROSTRATEGY **INCORPORATED, 1850 TOWERS** 

(Street)

(State)

(First)

CRESCENT PLAZA

(Month/Day/Year)

05/02/2018

Officer (give title below)

10% Owner Other (specify

(Zip)

4. If Amendment, Date Original

\_X\_\_ Director

Filed(Month/Day/Year) Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

TYSONS CORNER, VA 22182

(City)	(State)	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 tion(A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Class A Common Stock	05/02/2018		M	3,500	A	\$ 121.43	3,500	D	
Class A Common Stock	05/02/2018		S	3,500	D	\$ 131.49 (1)	0	D	

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

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(9-02)

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#### number.

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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. Transactic Code (Instr. 8)	5. Number on f 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Director Stock Option (Right to buy)	\$ 121.43	05/02/2018		M	3,500	(2)	04/30/2024	Class A Common Stock	3,500

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# **Reporting Owners**

Reporting Owner Name / Address	Keiationships					
	Director	10% Owner	Officer	Other		
Epstein Robert H						
C/O MICROSTRATEGY INCORPORATED	X					

1850 TOWERS CRESCENT PLAZA TYSONS CORNER, VA 22182

# **Signatures**

/s/ W. Ming Shao, Attorney-in-Fact 05/04/2018

\*\*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).
- The reported price is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$131.00 to \$131.75 per share, inclusive. The reporting person undertakes to provide MicroStrategy Incorporated, any security holder of MicroStrategy Incorporated, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each price within the ranges set forth in this footnote.
- Of the 3,500 shares exercised on May 2, 2018 pursuant to this option, 1,900 shares vested on April 30, 2016 and 1,600 shares vested on April 30, 2017. Of the remaining 10,900 shares subject to this option, 4,650 shares vested on April 30, 2017, and 6,250 shares vested on April 30, 2018.

(3) See Exhibit A.

Reporting Owners 2

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