

MICROSTRATEGY INC

Form 4

November 05, 2004

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
SANCHEZ EDUARDO S

(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)
11/03/2004

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director _____ 10% Owner
X Officer (give title _____ Other (specify
below) below)
VP, Worldwide Sales & Services

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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)
			Code	V	Amount	(A) or (D) Price			
Class A Common Stock	11/03/2004		C		5,000	A <u>11</u>	5,842	D	
Class A Common Stock	11/03/2004		M		5,200	A \$ 2.5	11,042	D	
Class A Common Stock	11/03/2004		S		200	D \$ 62.25	10,842 <u>(2)</u>	D	
Class A	11/03/2004		S		518	D \$	10,324	D	

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Common Stock						62.37		
Class A Common Stock	11/03/2004	S	700	D	\$ 62.39	9,624	D	
Class A Common Stock	11/03/2004	S	200	D	\$ 62.41	9,424	D	
Class A Common Stock	11/03/2004	S	100	D	\$ 62.42	9,324	D	
Class A Common Stock	11/03/2004	S	100	D	\$ 62.43	9,224	D	
Class A Common Stock	11/03/2004	S	1,300	D	\$ 62.5	7,924	D	
Class A Common Stock	11/03/2004	S	100	D	\$ 62.51	7,824	D	
Class A Common Stock	11/03/2004	S	550	D	\$ 62.52	7,274	D	
Class A Common Stock	11/03/2004	S	300	D	\$ 62.54	6,974	D	
Class A Common Stock	11/03/2004	S	200	D	\$ 62.56	6,774	D	
Class A Common Stock	11/03/2004	S	100	D	\$ 62.61	6,674	D	
Class A Common Stock	11/03/2004	S	110	D	\$ 62.63	6,564	D	
Class A Common Stock	11/03/2004	S	200	D	\$ 62.64	6,364	D	
Class A Common Stock	11/03/2004	S	100	D	\$ 62.68	6,264	D	
Class A Common Stock	11/03/2004	S	422	D	\$ 62.71	5,842	D	

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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. D	9. S	10. (I
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Class B Common Stock	(3)	11/03/2004		C	5,000	(3)	(3)	Class A Common Stock	5,000	
Employee Stock Option (right to buy)	\$ 2.5	11/03/2004		M	5,200	(5)	03/31/2006	Class A Common Stock	5,200	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SANCHEZ EDUARDO S C/O MICROSTRATEGY INCORPORATED 1861 INTERNATIONAL DRIVE MCLEAN, VA 22102			VP, Worldwide Sales & Services	

Signatures

W. Ming Shao, As
Attorney-in-Fact

11/05/2004

**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 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.
- (2) 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.
- (3) 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.
- (4) See Exhibit A.
- (5) Of the 5,200 shares exercised on 11/03/2004 pursuant to this stock option, 1,040 shares vested on 03/31/1997, 1,040 shares vested on 03/31/1998, 1,040 shares vested on 03/31/1999, 1,040 shares vested on 03/31/2000, and 1,040 shares vested on 03/31/2001.

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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