

MICROSTRATEGY INC

Form 4

August 03, 2005

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)
08/01/2005

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 below) ____ Other (specify below)
VP, Worldwide Sales

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	08/01/2005		M		10,800	A	\$ 12.5	11,642	D	
Class A Common Stock	08/01/2005		M		19,200	A	\$ 4.7	30,842	D	
Class A Common Stock	08/01/2005		S		400	D	\$ 75.41	30,442 ⁽¹⁾	D	
Class A	08/01/2005		S		400	D	\$	30,042	D	

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Common Stock						75.44		
Class A Common Stock	08/01/2005	S	100	D	\$ 75.47	29,942	D	
Class A Common Stock	08/01/2005	S	600	D	\$ 75.48	29,342	D	
Class A Common Stock	08/01/2005	S	289	D	\$ 75.5	29,053	D	
Class A Common Stock	08/01/2005	S	100	D	\$ 75.51	28,953	D	
Class A Common Stock	08/01/2005	S	200	D	\$ 75.52	28,753	D	
Class A Common Stock	08/01/2005	S	550	D	\$ 75.54	28,203	D	
Class A Common Stock	08/01/2005	S	660	D	\$ 75.55	27,543	D	
Class A Common Stock	08/01/2005	S	300	D	\$ 75.56	27,243	D	
Class A Common Stock	08/01/2005	S	400	D	\$ 75.57	26,843	D	
Class A Common Stock	08/01/2005	S	1,000	D	\$ 75.6	25,843	D	
Class A Common Stock	08/01/2005	S	500	D	\$ 75.61	25,343	D	
Class A Common Stock	08/01/2005	S	500	D	\$ 75.62	24,843	D	
Class A Common Stock	08/01/2005	S	100	D	\$ 75.63	24,743	D	
Class A Common Stock	08/01/2005	S	200	D	\$ 75.64	24,543	D	

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Class A Common Stock	08/01/2005	S	101	D	\$ 75.65	24,442	D
Class A Common Stock	08/01/2005	S	100	D	\$ 75.67	24,342	D
Class A Common Stock	08/01/2005	S	139	D	\$ 75.69	24,203	D
Class A Common Stock	08/01/2005	S	361	D	\$ 75.7	23,842	D
Class A Common Stock	08/01/2005	S	80	D	\$ 75.71	23,762	D
Class A Common Stock	08/01/2005	S	100	D	\$ 75.72	23,662	D
Class A Common Stock	08/01/2005	S	500	D	\$ 75.74	23,162	D
Class A Common Stock	08/01/2005	S	500	D	\$ 75.86	22,662	D
Class A Common Stock	08/01/2005	S	500	D	\$ 75.87	22,162	D
Class A Common Stock	08/01/2005	S	2,950	D	\$ 75.89	19,212	D
Class A Common Stock	08/01/2005	S	1,700	D	\$ 75.92	17,512	D
Class A Common Stock	08/01/2005	S	1,550	D	\$ 75.93	15,962	D

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)

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 4.7	08/01/2005		M		19,200		<u>(2)</u>	07/26/2012	Class A Common Stock	19,200
Employee Stock Option (right to buy)	\$ 12.5	08/01/2005		M		10,800		<u>(3)</u>	09/30/2007	Class A Common Stock	10,800

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

Signatures

W. Ming Shao, As
Attorney-in-Fact
08/03/2005

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.
Of the 19,200 shares exercised on 08/01/2005 pursuant to this stock option: (i) 3,750 shares vested on 07/26/2003, (ii) 8,750 shares
- (2) vested on 07/26/2004, and (iii) 6,700 shares vested on 07/26/2005. Of the remaining 10,800 shares subject to the stock option, 2,050 vested on 07/26/2005 and 8,750 vest on 7/26/2006.
- (3) The 10,800 shares exercised on 08/01/2005 pursuant to this stock option vested in five equal annual installments beginning on 09/30/1998.
- (4) See Exhibit A.

Remarks:

This is the first Form 4 of three Form 4 filings made by the reporting person to report transactions that occurred on August 1, 2014.

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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