

SAYLOR MICHAEL J

Form 4

November 02, 2006

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SAYLOR MICHAEL J

(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)

10/31/2006

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)

Chairman, President and CEO

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)
			Code	V Amount (A) or (D) Price			
Class A Common Stock	10/31/2006		S	600 D \$ 119.32	36,696	I	Shares Owned by LLC
Class A Common Stock	10/31/2006		S	200 D \$ 119.33	36,496	I	Shares Owned by LLC
Class A Common Stock	10/31/2006		S	1,300 D \$ 119.35	35,196	I	Shares Owned by LLC
Class A	10/31/2006		S	1,200 D \$	33,996	I	Shares

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Common Stock					119.36				Owned by LLC
Class A Common Stock	10/31/2006	S	600	D	\$ 119.37	33,396	I		Shares Owned by LLC
Class A Common Stock	10/31/2006	S	969	D	\$ 119.38	32,427	I		Shares Owned by LLC
Class A Common Stock	10/31/2006	S	31	D	\$ 119.39	32,396	I		Shares Owned by LLC
Class A Common Stock	10/31/2006	S	503	D	\$ 119.4	31,893	I		Shares Owned by LLC
Class A Common Stock	10/31/2006	S	677	D	\$ 119.41	31,216	I		Shares Owned by LLC
Class A Common Stock	10/31/2006	S	320	D	\$ 119.42	30,896	I		Shares Owned by LLC
Class A Common Stock	10/31/2006	S	100	D	\$ 119.43	30,796	I		Shares Owned by LLC
Class A Common Stock	10/31/2006	S	500	D	\$ 119.44	30,296	I		Shares Owned by LLC
Class A Common Stock	10/31/2006	S	2,883	D	\$ 119.45	27,413	I		Shares Owned by LLC
Class A Common Stock	10/31/2006	S	1,000	D	\$ 119.46	26,413	I		Shares Owned by LLC
Class A Common Stock	10/31/2006	S	200	D	\$ 119.47	26,213	I		Shares Owned by LLC
Class A Common Stock	10/31/2006	S	600	D	\$ 119.48	25,613	I		Shares Owned by LLC
Class A Common Stock	10/31/2006	S	1,313	D	\$ 119.49	24,300	I		Shares Owned by LLC
Class A Common Stock	10/31/2006	S	400	D	\$ 119.5	23,900	I		Shares Owned by LLC

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Class A Common Stock	10/31/2006	S	300	D	\$ 119.51	23,600	I	Shares Owned by LLC
Class A Common Stock	10/31/2006	S	2,100	D	\$ 119.55	21,500	I	Shares Owned by LLC
Class A Common Stock	10/31/2006	S	400	D	\$ 119.56	21,100	I	Shares Owned by LLC
Class A Common Stock	10/31/2006	S	400	D	\$ 119.57	20,700	I	Shares Owned by LLC
Class A Common Stock	10/31/2006	S	100	D	\$ 119.59	20,600	I	Shares Owned by LLC
Class A Common Stock	10/31/2006	S	1,300	D	\$ 119.6	19,300	I	Shares Owned by LLC
Class A Common Stock	10/31/2006	S	200	D	\$ 119.61	19,100	I	Shares Owned by LLC
Class A Common Stock	10/31/2006	S	200	D	\$ 119.63	18,900	I	Shares Owned by LLC
Class A Common Stock	10/31/2006	S	100	D	\$ 119.64	18,800	I	Shares Owned by LLC
Class A Common Stock	10/31/2006	S	100	D	\$ 119.66	18,700	I	Shares Owned by LLC
Class A Common Stock	10/31/2006	S	100	D	\$ 119.7	18,600	I	Shares Owned by LLC
Class A Common Stock	10/31/2006	S	3,667	D	\$ 119.75	14,933	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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SEC 1474
(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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SAYLOR MICHAEL J C/O MICROSTRATEGY INCORPORATED 1861 INTERNATIONAL DRIVE MCLEAN, VA 22102	X	X	Chairman, President and CEO	
ALCANTARA LLC C/O MICROSTRATEGY INCORPORATED 1861 INTERNATIONAL DRIVE MCLEAN, VA 22102		X		

Signatures

Michael J. Saylor, Individually and as the Sole Member of Alcantara LLC

11/02/2006

__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).

Remarks:

This is the second Form 4 of four Form 4 filings made by the reporting person to report transactions that occurred on October 2006.

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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