

MICROSTRATEGY INC

Form 4

March 14, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
FOWLER F DAVID

(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)
03/10/2006

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)

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)			
Class A Common Stock	03/10/2006		M	8,000	A \$ 35.9	8,000	D
Class A Common Stock	03/10/2006		M	3,000	A \$ 32.5	11,000	D
Class A Common Stock	03/10/2006		M	4,000	A \$ 20.69	15,000	D
Class A	03/10/2006		S	5,346	D \$	9,654 ⁽¹⁾	D

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Common Stock						96.02		
Class A Common Stock	03/10/2006	S	100	D	\$ 96.05	9,554	D	
Class A Common Stock	03/10/2006	S	200	D	\$ 96.06	9,354	D	
Class A Common Stock	03/10/2006	S	100	D	\$ 96.1	9,254	D	
Class A Common Stock	03/10/2006	S	200	D	\$ 96.19	9,054	D	
Class A Common Stock	03/10/2006	S	100	D	\$ 96.2	8,954	D	
Class A Common Stock	03/10/2006	S	200	D	\$ 96.31	8,754	D	
Class A Common Stock	03/10/2006	S	200	D	\$ 96.35	8,554	D	
Class A Common Stock	03/10/2006	S	100	D	\$ 96.4	8,454	D	
Class A Common Stock	03/10/2006	S	300	D	\$ 96.5	8,154	D	
Class A Common Stock	03/10/2006	S	100	D	\$ 96.51	8,054	D	
Class A Common Stock	03/10/2006	S	100	D	\$ 96.57	7,954	D	
Class A Common Stock	03/10/2006	S	100	D	\$ 96.63	7,854	D	
Class A Common Stock	03/10/2006	S	100	D	\$ 96.65	7,754	D	
Class A Common Stock	03/10/2006	S	230	D	\$ 96.7	7,524	D	

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Class A Common Stock	03/10/2006	S	200	D	\$ 96.81	7,324	D
Class A Common Stock	03/10/2006	S	100	D	\$ 96.98	7,224	D
Class A Common Stock	03/10/2006	S	2,701	D	\$ 97	4,523	D
Class A Common Stock	03/10/2006	S	200	D	\$ 97.01	4,323	D
Class A Common Stock	03/10/2006	S	1,323	D	\$ 97.05	3,000	D
Class A Common Stock	03/10/2006	S	100	D	\$ 97.06	2,900	D
Class A Common Stock	03/10/2006	S	400	D	\$ 97.07	2,500	D
Class A Common Stock	03/10/2006	S	100	D	\$ 97.25	2,400	D
Class A Common Stock	03/10/2006	S	200	D	\$ 97.27	2,200	D
Class A Common Stock	03/10/2006	S	300	D	\$ 97.29	1,900	D
Class A Common Stock	03/10/2006	S	1,000	D	\$ 97.5	900	D
Class A Common Stock	03/10/2006	S	800	D	\$ 97.51	100	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)		8. I Der Sec (In
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Director Stock Options (right to buy)	\$ 35.9	03/10/2006		M	8,000	<u>(2)</u>	06/07/2011	Class A Common Stock	8,000	
Director Stock Options (right to buy)	\$ 32.5	03/10/2006		M	3,000	<u>(3)</u>	07/17/2011	Class A Common Stock	3,000	
Director Stock Options (right to buy)	\$ 20.69	03/10/2006		M	4,000	<u>(4)</u>	02/08/2013	Class A Common Stock	4,000	

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
FOWLER F DAVID C/O MICROSTRATEGY INCORPORATED 1861 INTERNATIONAL DRIVE MCLEAN, VA 22102	X

Signatures

F. David Fowler 03/14/2006

__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).

(1) Separate open market sale transactions that were executed on 03/10/2006 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

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the sale transactions occurred in fact.

- (2) The 8,000 shares exercised on 03/10/2006 pursuant to this stock option vested in four equal annual installments beginning on 06/07/2002. The remaining 2,000 shares subject to the stock option vest on 06/07/2006.
- (3) The 3,000 shares exercised on 03/10/2006 pursuant to this stock option vested on 07/17/2001.
The 4,000 shares exercised on 03/10/2006 pursuant to this stock option vested on 02/08/2004. Of the remaining 21,000 shares subject to the stock option, 1,000 shares vested on 02/08/2004, 5,000 shares vested on 02/08/2005, 5,000 shares vested on 02/08/2006, 5,000 shares vest on 02/08/2007 and 5,000 shares vest on 02/08/2008.
- (5) See Exhibit A.

Remarks:

This is the first Form 4 of two Form 4 filings made by the reporting person to report transactions that occurred on March 10, 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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