

MICROSTRATEGY INC

Form 3

May 06, 2005

**FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB  
Number: 3235-0104Expires: January 31,  
2005Estimated average  
burden hours per  
response... 0.5**INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting  
Person \*Â McDonald Adam M  
(Last) (First) (Middle)C/O MICROSTRATEGY  
INCORPORATED,Â 1861  
INTERNATIONAL DRIVE

(Street)

MCLEAN,Â VAÂ 22102

(City) (State) (Zip)

2. Date of Event Requiring  
Statement(Month/Day/Year)  
04/26/20053. Issuer Name **and** Ticker or Trading Symbol  
MICROSTRATEGY INC [MSTR]4. Relationship of Reporting  
Person(s) to Issuer5. If Amendment, Date Original  
Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☐ 10% Owner  
☒ Officer ☐ Other  
(give title below) (specify below)  
VP, Worldwide Services6. 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 Beneficially Owned**1. Title of Security  
(Instr. 4)2. Amount of Securities  
Beneficially Owned  
(Instr. 4)3. Ownership  
Form:  
Direct (D)  
or Indirect  
(I)  
(Instr. 5)4. Nature of Indirect Beneficial  
Ownership  
(Instr. 5)Reminder: Report on a separate line for each class of securities beneficially  
owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form displays a  
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security  
(Instr. 4)2. Date Exercisable and  
Expiration Date  
(Month/Day/Year)Date Expiration  
Exercisable Date3. Title and Amount of  
Securities Underlying  
Derivative Security  
(Instr. 4)Title Amount or  
Number of4. Conversion  
or Exercise  
Price of  
Derivative  
Security5. Ownership  
Form of  
Derivative  
Security:  
Direct (D)6. Nature of Indirect  
Beneficial Ownership  
(Instr. 5)

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|   |       |            |                            | Shares |           | or Indirect<br>(I)<br>(Instr. 5) |   |
|---|-------|------------|----------------------------|--------|-----------|----------------------------------|---|
| Employee Stock Option<br>(right to buy) | Â (1) | 06/10/2008 | Class A<br>Common<br>Stock | 240    | \$ 60     | D                                | Â |
| Employee Stock Option<br>(right to buy) | Â (2) | 06/09/2010 | Class A<br>Common<br>Stock | 394    | \$ 441.25 | D                                | Â |
| Employee Stock Option<br>(right to buy) | Â (3) | 10/17/2010 | Class A<br>Common<br>Stock | 5,000  | \$ 215    | D                                | Â |
| Employee Stock Option<br>(right to buy) | Â (4) | 04/18/2011 | Class A<br>Common<br>Stock | 1,251  | \$ 24.8   | D                                | Â |
| Employee Stock Option<br>(right to buy) | Â (5) | 02/08/2013 | Class A<br>Common<br>Stock | 4,500  | \$ 20.69  | D                                | Â |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                                |       |
|---|---------------|-----------|--------------------------------|-------|
|   | Director      | 10% Owner | Officer                        | Other |
| McDonald Adam M<br>C/O MICROSTRATEGY INCORPORATED<br>1861 INTERNATIONAL DRIVE<br>MCLEAN, VA 22102 | Â             | Â         | Â VP,<br>Worldwide<br>Services | Â     |

## Signatures

Adam M.  
McDonald 05/04/2005

\_\_Signature of  
Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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 240 shares subject to this stock option vested in four equal annual installments beginning on 06/10/2000.
- (2) Of the 394 shares subject to this stock option, 78 shares vested on 06/30/2001 and the remaining 316 shares vest in four equal annual installments beginning on 06/30/2002.
- (3) The 5,000 shares subject to this stock option vested as follows: (i) 999 shares vested on 04/01/2001; (ii) 1,000 shares vested on 10/01/2001; (iii) 1,001 shares vested on 10/01/2002; (iv) 1,000 shares vested on 10/01/2003; and (v) 1,000 shares vested on 10/01/2004.
- (4) The 1,251 shares subject to this stock option vested on 04/18/2005.
- (5) The 4,500 shares subject to this stock option vest in three equal annual installments beginning on 02/08/2006.

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**Remarks:**

ExhibitÂ List:

ExhibitÂ 24Â -Â PowerÂ ofÂ Attorney

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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