

MICROSTRATEGY INC

Form 4

March 01, 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

OMB
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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)

02/25/2005

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 _____ 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)
				(A) or (D)			
Class A Common Stock	02/25/2005		M	5,000	A \$ 4.7	5,842	D
Class A Common Stock	02/25/2005		S	2,890	D \$ 71.27	2,952 ⁽¹⁾	D
Class A Common Stock	02/25/2005		S	100	D \$ 71.34	2,852	D
Class A	02/25/2005		S	400	D \$	2,452	D

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Common Stock						71.38		
Class A Common Stock	02/25/2005	S	100	D	\$ 71.39	2,352	D	
Class A Common Stock	02/25/2005	S	200	D	\$ 71.4	2,152	D	
Class A Common Stock	02/25/2005	S	300	D	\$ 71.42	1,852	D	
Class A Common Stock	02/25/2005	S	200	D	\$ 71.44	1,652	D	
Class A Common Stock	02/25/2005	S	410	D	\$ 71.47	1,242	D	
Class A Common Stock	02/25/2005	S	200	D	\$ 71.48	1,042	D	
Class A Common Stock	02/25/2005	S	200	D	\$ 71.51	842	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)

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. Amount or Number of Shares
	\$ 4.7	02/25/2005		M	5,000	(2) 07/26/2012		5,000

Employee
Stock
Option
(right to
buy)

Class A
Common
Stock

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

Eduardo S. 03/01/2005
Sanchez

**Signature of Date
Reporting Person

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.

The 5,000 shares exercised on 02/25/2005 pursuant to this stock option vested on 07/26/2003. Of the remaining 30,000 shares subject to
- (2) the stock option, 3,750 shares vested on 07/26/2003 and the remaining 26,250 shares vest in three equal annual installments beginning on 07/26/2004.
- (3) See Exhibit A.

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