

MICROSTRATEGY INC  
Form 4  
November 13, 2006

**FORM 4**

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

OMB APPROVAL

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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

(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)  
**11/08/2006**

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)			
				(A) or (D)	Price					
				Code	V	Amount	Price			
Class A Common Stock	11/08/2006		C		70,663	A	<u>1</u>	70,663	I	Shares Owned by LLC <u>(2)</u>
Class A Common Stock	11/08/2006		S		384	D	\$ 119.75	70,279 <u>(3)</u>	I	Shares Owned by LLC
Class A Common Stock	11/08/2006		S		1,200	D	\$ 119.77	69,079	I	Shares Owned by LLC
Class A Common Stock	11/08/2006		S		500	D	\$	68,579	I	Shares

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Common Stock						119.78			Owned by LLC
Class A Common Stock	11/08/2006	S	703	D	\$	119.79	67,876	I	Shares Owned by LLC
Class A Common Stock	11/08/2006	S	4,064	D	\$	119.8	63,812	I	Shares Owned by LLC
Class A Common Stock	11/08/2006	S	912	D	\$	119.81	62,900	I	Shares Owned by LLC
Class A Common Stock	11/08/2006	S	400	D	\$	119.82	62,500	I	Shares Owned by LLC
Class A Common Stock	11/08/2006	S	200	D	\$	119.84	62,300	I	Shares Owned by LLC
Class A Common Stock	11/08/2006	S	1,300	D	\$	119.85	61,000	I	Shares Owned by LLC
Class A Common Stock	11/08/2006	S	100	D	\$	119.86	60,900	I	Shares Owned by LLC
Class A Common Stock	11/08/2006	S	300	D	\$	119.88	60,600	I	Shares Owned by LLC
Class A Common Stock	11/08/2006	S	798	D	\$	119.9	59,802	I	Shares Owned by LLC
Class A Common Stock	11/08/2006	S	700	D	\$	119.91	59,102	I	Shares Owned by LLC
Class A Common Stock	11/08/2006	S	1,002	D	\$	119.92	58,100	I	Shares Owned by LLC
Class A Common Stock	11/08/2006	S	500	D	\$	119.93	57,600	I	Shares Owned by LLC
Class A Common Stock	11/08/2006	S	600	D	\$	119.95	57,000	I	Shares Owned by LLC
Class A Common Stock	11/08/2006	S	200	D	\$	119.96	56,800	I	Shares Owned by LLC

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Class A Common Stock	11/08/2006	S	600	D	\$ 119.97	56,200	I	Shares Owned by LLC
Class A Common Stock	11/08/2006	S	800	D	\$ 119.98	55,400	I	Shares Owned by LLC
Class A Common Stock	11/08/2006	S	900	D	\$ 119.99	54,500	I	Shares Owned by LLC
Class A Common Stock	11/08/2006	S	1,350	D	\$ 120	53,150	I	Shares Owned by LLC
Class A Common Stock	11/08/2006	S	1,550	D	\$ 120.01	51,600	I	Shares Owned by LLC
Class A Common Stock	11/08/2006	S	211	D	\$ 120.02	51,389	I	Shares Owned by LLC
Class A Common Stock	11/08/2006	S	300	D	\$ 120.03	51,089	I	Shares Owned by LLC
Class A Common Stock	11/08/2006	S	889	D	\$ 120.04	50,200	I	Shares Owned by LLC
Class A Common Stock	11/08/2006	S	600	D	\$ 120.05	49,600	I	Shares Owned by LLC
Class A Common Stock	11/08/2006	S	700	D	\$ 120.06	48,900	I	Shares Owned by LLC
Class A Common Stock	11/08/2006	S	101	D	\$ 120.07	48,799	I	Shares Owned by LLC
Class A Common Stock	11/08/2006	S	2,000	D	\$ 120.08	46,799	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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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)



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**Remarks:**

This is the first Form 4 of four Form 4 filings made by the reporting person to report transactions that occurred on November 8

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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