

MICROSTRATEGY INC

Form 4

November 01, 2004

**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 \*  
**BANSAL SANJU K**

(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)

**10/28/2004**

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)  
Vice Chairman, EVP and COO

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								50,000	I	Shares owned by Trust <sup>(3)</sup>
Class A Common Stock	10/28/2004		C		50,000	A	<u>(4)</u>	50,000	I	Shares owned by LLC <sup>(2)</sup>
Class A Common Stock	10/28/2004		S		100	D	\$ 60.81	49,900 <sup>(1)</sup>	I	Shares owned by LLC <sup>(2)</sup>
Class A Common Stock	10/28/2004		S		200	D	\$ 60.83	49,700	I	Shares

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Common Stock								owned by LLC <u>(2)</u>
Class A Common Stock	10/28/2004	S	700	D	\$ 60.8557	49,000	I	Shares owned by LLC <u>(2)</u>
Class A Common Stock	10/28/2004	S	300	D	\$ 60.87	48,700	I	Shares owned by LLC <u>(2)</u>
Class A Common Stock	10/28/2004	S	500	D	\$ 60.91	48,200	I	Shares owned by LLC <u>(2)</u>
Class A Common Stock	10/28/2004	S	1,600	D	\$ 60.9131	46,600	I	Shares owned by LLC <u>(2)</u>
Class A Common Stock	10/28/2004	S	100	D	\$ 60.98	46,500	I	Shares owned by LLC <u>(2)</u>
Class A Common Stock	10/28/2004	S	2,500	D	\$ 61	44,000	I	Shares owned by LLC <u>(2)</u>
Class A Common Stock	10/28/2004	S	100	D	\$ 61.01	43,900	I	Shares owned by LLC <u>(2)</u>
Class A Common Stock	10/28/2004	S	700	D	\$ 61.1	43,200	I	Shares owned by LLC <u>(2)</u>
Class A Common Stock	10/28/2004	S	5,300	D	\$ 61.1108	37,900	I	Shares owned by LLC <u>(2)</u>
Class A Common Stock	10/28/2004	S	3,400	D	\$ 61.14	34,500	I	Shares owned by LLC <u>(2)</u>
Class A Common Stock	10/28/2004	S	4,600	D	\$ 61.15	29,900	I	Shares owned by LLC <u>(2)</u>
Class A Common Stock	10/28/2004	S	727	D	\$ 61.2	29,173	I	Shares owned by LLC <u>(2)</u>
Class A Common Stock	10/28/2004	S	2,200	D	\$ 61.2491	26,973	I	Shares owned by LLC <u>(2)</u>
Class A Common Stock	10/28/2004	S	500	D	\$ 61.41	26,473	I	Shares owned by LLC <u>(2)</u>

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Class A Common Stock	10/28/2004	S	100	D	\$ 61.43	26,373	I	Shares owned by LLC <sup>(2)</sup>
Class A Common Stock	10/28/2004	S	990	D	\$ 61.45	25,383	I	Shares owned by LLC <sup>(2)</sup>
Class A Common Stock	10/28/2004	S	100	D	\$ 61.49	25,283	I	Shares owned by LLC <sup>(2)</sup>
Class A Common Stock	10/28/2004	S	283	D	\$ 61.51	25,000	I	Shares owned by LLC <sup>(2)</sup>
Class A Common Stock	10/28/2004	S	1,000	D	\$ 61.88	24,000	I	Shares owned by LLC <sup>(2)</sup>
Class A Common Stock	10/28/2004	S	1,000	D	\$ 62.01	23,000	I	Shares owned by LLC <sup>(2)</sup>
Class A Common Stock	10/28/2004	S	1,000	D	\$ 62.18	22,000	I	Shares owned by LLC <sup>(2)</sup>
Class A Common Stock	10/28/2004	S	1,000	D	\$ 62.24	21,000	I	Shares owned by LLC <sup>(2)</sup>
Class A Common Stock	10/28/2004	S	1,000	D	\$ 62.29	20,000	I	Shares owned by LLC <sup>(2)</sup>
Class A Common Stock	10/28/2004	S	5,650	D	\$ 62.4	14,350	I	Shares owned by LLC <sup>(2)</sup>

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,	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Securities (Instr. 3 and 4)
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and 5)

	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	(5)		10/28/2004	C		(5)	(5)	Class A Common Stock 50,000
Employee Stock Option (right to buy)	\$ 20.69		10/28/2004	M	20,000	02/08/2004 <sup>(6)</sup>	02/08/2013	Class A Common Stock 20,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BANSAL SANJU K C/O MICROSTRATEGY INCORPORATED 1861 INTERNATIONAL DRIVE MCLEAN, VA 22102	X		Vice Chairman, EVP and COO	

## Signatures

W. Ming Shao, As  
Attorney-in-Fact

         \*\*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 October 28, 2004 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 the sale transactions occurred in fact.
- (2) These shares are owned directly by Shangri-La LLC (the "LLC"), and indirectly by Sanju K. Bansal as the sole member of the LLC.
- (3) These shares are owned directly by the Sanjeev K. Bansal Qualified Annuity Trust #3, and indirectly by Mr. Bansal as the sole trustee of that trust.
- (4) These shares were acquired upon conversion of shares of Class B Common Stock, which were convertible on a 1-for-1 basis into shares of Class A Common Stock.
- (5) Shares of Class B Common Stock are convertible immediately upon receipt into shares of Class A Common Stock on a 1-for-1 basis and have no expiration date.
- (6) The remaining portion of this option vests in four equal annual installments beginning on 02/08/2005 and expires on 02/08/2013.
- (7) See Exhibit I.

**Remarks:**

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This is the first Form 4 of three Form 4 filings made by the reporting person to report transactions that occurred on October 28

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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