

MICROSTRATEGY INC  
Form 4  
November 07, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
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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)  
11/03/2006

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 Ownership (Instr. 4) |   |                     |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|---------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |   |                     |
|                                 |                                      |  |                                | Code  | V   | Amount   |                                   |   |                     |
| Class A Common Stock            | 11/03/2006                           |  | S                              | 200   | D   | \$ 118.84  | 7,100                             | I | Shares Owned by LLC |
| Class A Common Stock            | 11/03/2006                           |  | S                              | 400   | D   | \$ 118.85  | 6,700                             | I | Shares Owned by LLC |
| Class A Common Stock            | 11/03/2006                           |  | S                              | 100   | D   | \$ 118.86  | 6,600                             | I | Shares Owned by LLC |
| Class A Common Stock            | 11/03/2006                           |  | S                              | 100   | D   | \$   | 6,500                             | I | Shares              |

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|                      |            |   |     |   |           |       |   |  |                     |
|----------------------|------------|---|-----|---|-----------|-------|---|--|---------------------|
| Common Stock         |            |   |     |   | 118.87    |       |   |  | Owned by LLC        |
| Class A Common Stock | 11/03/2006 | S | 400 | D | \$ 118.89 | 6,100 | I |  | Shares Owned by LLC |
| Class A Common Stock | 11/03/2006 | S | 242 | D | \$ 118.9  | 5,858 | I |  | Shares Owned by LLC |
| Class A Common Stock | 11/03/2006 | S | 400 | D | \$ 118.91 | 5,458 | I |  | Shares Owned by LLC |
| Class A Common Stock | 11/03/2006 | S | 623 | D | \$ 118.92 | 4,835 | I |  | Shares Owned by LLC |
| Class A Common Stock | 11/03/2006 | S | 277 | D | \$ 118.93 | 4,558 | I |  | Shares Owned by LLC |
| Class A Common Stock | 11/03/2006 | S | 158 | D | \$ 118.94 | 4,400 | I |  | Shares Owned by LLC |
| Class A Common Stock | 11/03/2006 | S | 300 | D | \$ 118.97 | 4,100 | I |  | Shares Owned by LLC |
| Class A Common Stock | 11/03/2006 | S | 100 | D | \$ 118.98 | 4,000 | I |  | Shares Owned by LLC |
| Class A Common Stock | 11/03/2006 | S | 300 | D | \$ 118.99 | 3,700 | I |  | Shares Owned by LLC |
| Class A Common Stock | 11/03/2006 | S | 800 | D | \$ 119    | 2,900 | I |  | Shares Owned by LLC |
| Class A Common Stock | 11/03/2006 | S | 600 | D | \$ 119.01 | 2,300 | I |  | Shares Owned by LLC |
| Class A Common Stock | 11/03/2006 | S | 300 | D | \$ 119.1  | 2,000 | I |  | Shares Owned by LLC |
| Class A Common Stock | 11/03/2006 | S | 400 | D | \$ 119.13 | 1,600 | I |  | Shares Owned by LLC |
| Class A Common Stock | 11/03/2006 | S | 100 | D | \$ 119.15 | 1,500 | I |  | Shares Owned by LLC |

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|                            |            |   |     |   |              |       |   |                           |
|----------------------------|------------|---|-----|---|--------------|-------|---|---------------------------|
| Class A<br>Common<br>Stock | 11/03/2006 | S | 100 | D | \$<br>119.35 | 1,400 | I | Shares<br>Owned by<br>LLC |
| Class A<br>Common<br>Stock | 11/03/2006 | S | 400 | D | \$<br>119.41 | 1,000 | I | Shares<br>Owned by<br>LLC |
| Class A<br>Common<br>Stock | 11/03/2006 | S | 100 | D | \$<br>119.48 | 900   | I | Shares<br>Owned by<br>LLC |
| Class A<br>Common<br>Stock | 11/03/2006 | S | 100 | D | \$<br>119.49 | 800   | I | Shares<br>Owned by<br>LLC |
| Class A<br>Common<br>Stock | 11/03/2006 | S | 100 | D | \$ 119.5     | 700   | I | Shares<br>Owned by<br>LLC |
| Class A<br>Common<br>Stock | 11/03/2006 | S | 76  | D | \$<br>119.54 | 624   | I | Shares<br>Owned by<br>LLC |
| Class A<br>Common<br>Stock | 11/03/2006 | S | 78  | D | \$<br>119.55 | 546   | I | Shares<br>Owned by<br>LLC |
| Class A<br>Common<br>Stock | 11/03/2006 | S | 200 | D | \$<br>119.56 | 346   | I | Shares<br>Owned by<br>LLC |
| Class A<br>Common<br>Stock | 11/03/2006 | S | 278 | D | \$<br>119.57 | 68    | I | Shares<br>Owned by<br>LLC |
| Class A<br>Common<br>Stock | 11/03/2006 | S | 68  | D | \$<br>119.58 | 0     | I | Shares<br>Owned by<br>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)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repo |
|---|--|---|---|--------------------------------------|---|--|---|---|---|
|---|--|---|---|--------------------------------------|---|--|---|---|---|

Disposed  
of (D)  
(Instr. 3,  
4, and 5)

Trans  
(Instr

| Code | V | (A) | (D) | Date<br>Exercisable | Expiration<br>Date | Title | Amount<br>or<br>Number<br>of<br>Shares |
|------|---|-----|-----|---------------------|--------------------|-------|--|
|------|---|-----|-----|---------------------|--------------------|-------|--|

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                   |       |
|--|---------------|-----------|-----------------------------------|-------|
|  | Director      | 10% Owner | Officer                           | Other |
| SAYLOR MICHAEL J<br>C/O MICROSTRATEGY INCORPORATED<br>1861 INTERNATIONAL DRIVE<br>MCLEAN, VA 22102 | X             | X         | Chairman,<br>President and<br>CEO |       |
| ALCANTARA LLC<br>C/O MICROSTRATEGY INCORPORATED<br>1861 INTERNATIONAL DRIVE<br>MCLEAN, VA 22102    |               | X         |                                   |       |

## Signatures

Michael J. Saylor, Individually and as the Sole Member of Alcantara  
LLC

11/07/2006

\_\_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).

### Remarks:

This is the second Form 4 of two Form 4 filings made by the reporting person to report transactions that occurred on November

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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