

MICROSTRATEGY INC
Form 4
February 12, 2007

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 *
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)
02/08/2007

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 or Price		
Class A Common Stock	02/08/2007		M		10,000 A \$ 20.69	60,000 ⁽¹⁾	D
Class A Common Stock	02/08/2007		S		144 D \$ 125.74	59,856 ⁽²⁾	D
Class A Common Stock	02/08/2007		S		200 D \$ 125.75	59,656	D
Class A Common Stock	02/08/2007		S		1,656 D \$ 125.8	58,000	D

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Common Stock								
Class A Common Stock	02/08/2007	S	100	D	\$ 125.82	57,900	D	
Class A Common Stock	02/08/2007	S	500	D	\$ 125.84	57,400	D	
Class A Common Stock	02/08/2007	S	1,200	D	\$ 125.85	56,200	D	
Class A Common Stock	02/08/2007	S	246	D	\$ 125.89	55,954	D	
Class A Common Stock	02/08/2007	S	800	D	\$ 125.9	55,154	D	
Class A Common Stock	02/08/2007	S	300	D	\$ 125.95	54,854	D	
Class A Common Stock	02/08/2007	S	100	D	\$ 125.96	54,754	D	
Class A Common Stock	02/08/2007	S	100	D	\$ 125.98	54,654	D	
Class A Common Stock	02/08/2007	S	100	D	\$ 125.99	54,554	D	
Class A Common Stock	02/08/2007	S	2,454	D	\$ 126	52,100	D	
Class A Common Stock	02/08/2007	S	400	D	\$ 126.04	51,700	D	
Class A Common Stock	02/08/2007	S	800	D	\$ 126.05	50,900	D	
Class A Common Stock	02/08/2007	S	200	D	\$ 126.07	50,700	D	
Class A Common Stock	02/08/2007	S	300	D	\$ 126.08	50,400	D	

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Class A
Common Stock 02/08/2007 S 400 D \$ 126.1 50,000 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Options (right to buy)	\$ 20.69	02/08/2007		M	10,000	⁽³⁾ 02/08/2013	Class A Common Stock 10,000

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 02/12/2007

__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).

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- (1) This amount includes 50,000 shares previously owned indirectly through a qualified annuity trust which were transferred to Mr. Bansal on November 16, 2006 and are now owned directly.

Separate open market sale transactions that were executed on 02/08/2007 at the same price have been reported on an aggregate basis on a
- (2) 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.
- (3) The 10,000 shares exercised on 02/08/2007 pursuant to this stock option vested on 02/08/2006. Of the remaining 50,000 shares subject to the stock option, 10,000 shares vested on 02/08/2006, 20,000 shares vested on 02/08/2007 and 20,000 shares vest on 02/08/2008.
- (4) See Exhibit A.

Remarks:

See Exhibit A.

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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