

MICROSTRATEGY INC  
Form 4  
February 15, 2007

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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)  
02/14/2007

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	02/14/2007		M		10,000 A \$ 20.69	60,000	D
Class A Common Stock	02/14/2007		S		1,200 D \$ 126	58,800 <sup>(1)</sup>	D
Class A Common Stock	02/14/2007		S		100 D \$ 126.01	58,700	D
Class A Common Stock	02/14/2007		S		100 D \$	58,600	D

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Common Stock						126.08		
Class A Common Stock	02/14/2007	S	1,600	D	\$ 126.6	57,000	D	
Class A Common Stock	02/14/2007	S	900	D	\$ 126.61	56,100	D	
Class A Common Stock	02/14/2007	S	925	D	\$ 126.62	55,175	D	
Class A Common Stock	02/14/2007	S	300	D	\$ 126.64	54,875	D	
Class A Common Stock	02/14/2007	S	2,700	D	\$ 127	52,175	D	
Class A Common Stock	02/14/2007	S	100	D	\$ 127.02	52,075	D	
Class A Common Stock	02/14/2007	S	100	D	\$ 127.03	51,975	D	
Class A Common Stock	02/14/2007	S	1,000	D	\$ 127.06	50,975	D	
Class A Common Stock	02/14/2007	S	100	D	\$ 127.07	50,875	D	
Class A Common Stock	02/14/2007	S	500	D	\$ 127.1	50,375	D	
Class A Common Stock	02/14/2007	S	200	D	\$ 127.29	50,175	D	
Class A Common Stock	02/14/2007	S	175	D	\$ 127.3	50,000	D	

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

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SEC 1474  
(9-02)

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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	02/14/2007		M	10,000	<u>(2)</u> 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

Sanju K. Bansal                      02/15/2007  
 \_\_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) Separate open market sale transactions that were executed on 02/14/2007 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) The 10,000 shares exercised on 02/14/2007 pursuant to this stock option vested on 02/08/2007. Of the remaining 30,000 shares subject to the stock option, 10,000 shares vested on 02/08/2007 and 20,000 shares vest on 02/08/2008.
  - (3) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.