

MICROSTRATEGY INC

Form 4

August 12, 2005

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)
08/10/2005

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)			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)
				Code	V	Amount			
Class A Common Stock	08/10/2005		C			50,000		I	Shares Owned by LLC (2)
Class A Common Stock	08/10/2005		S		900	\$ 75.85	49,100 (3)	I	Shares Owned by LLC
Class A Common Stock	08/10/2005		S		200	\$ 75.87	48,900	I	Shares Owned by LLC

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Class A Common Stock	08/10/2005	S	500	D	\$ 75.92	48,400	I	Shares Owned by LLC
Class A Common Stock	08/10/2005	S	500	D	\$ 75.96	47,900	I	Shares Owned by LLC
Class A Common Stock	08/10/2005	S	1,000	D	\$ 75.98	46,900	I	Shares Owned by LLC
Class A Common Stock	08/10/2005	S	800	D	\$ 75.99	46,100	I	Shares Owned by LLC
Class A Common Stock	08/10/2005	S	2,000	D	\$ 76	44,100	I	Shares Owned by LLC
Class A Common Stock	08/10/2005	S	200	D	\$ 76.01	43,900	I	Shares Owned by LLC
Class A Common Stock	08/10/2005	S	200	D	\$ 76.09	43,700	I	Shares Owned by LLC
Class A Common Stock	08/10/2005	S	1,600	D	\$ 76.0926	42,100	I	Shares Owned by LLC
Class A Common Stock	08/10/2005	S	200	D	\$ 76.11	41,900	I	Shares Owned by LLC
Class A Common Stock	08/10/2005	S	500	D	\$ 76.15	41,400	I	Shares Owned by LLC
Class A Common Stock	08/10/2005	S	200	D	\$ 76.19	41,200	I	Shares Owned by LLC
Class A Common Stock	08/10/2005	S	700	D	\$ 76.1986	40,500	I	Shares Owned by LLC
Class A Common Stock	08/10/2005	S	1,100	D	\$ 76.2	39,400	I	Shares Owned by LLC
Class A Common Stock	08/10/2005	S	400	D	\$ 76.21	39,000	I	Shares Owned by LLC
Class A Common	08/10/2005	S	100	D	\$ 76.22	38,900	I	Shares Owned

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Stock									by LLC
Class A Common Stock	08/10/2005		S	1,700	D	\$ 76.25	37,200	I	Shares Owned by LLC
Class A Common Stock	08/10/2005		S	500	D	\$ 76.26	36,700	I	Shares Owned by LLC
Class A Common Stock	08/10/2005		S	400	D	\$ 76.3	36,300	I	Shares Owned by LLC
Class A Common Stock	08/10/2005		S	300	D	\$ 76.5	36,000	I	Shares Owned by LLC
Class A Common Stock	08/10/2005		S	900	D	\$ 76.6	35,100	I	Shares Owned by LLC
Class A Common Stock	08/10/2005		S	100	D	\$ 76.62	35,000	I	Shares Owned by LLC
Class A Common Stock							50,000	I	Shares Owned by Trust (4)

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)	8. P. Derivative Securities (Instr. 3 and 4)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	(5)	08/10/2005		C	50,000	(5)	(5)	Class A Common Stock	50,000

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Class B Common Stock	(5)		(5)	(5)	Class A Common Stock	38,305
Class B Common Stock	(5)		(5)	(5)	Class A Common Stock	2,357

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	08/12/2005
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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) 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.
 - (2) Shares that are indicated as being "owned by LLC" are owned directly by Shangri-La LLC (the "LLC"), and indirectly by Mr. Bansal as sole member of the LLC.

Separate open market sale transactions that were executed on 08/10/2005 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.
 - (3) These shares are owned directly by the Sanjeev K. Bansal Qualified Annuity Trust #3, and indirectly by Mr. Bansal as sole trustee of that trust.
 - (4) 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.
 - (5) See Exhibit A.
 - (6) These shares are owned directly by the Sanjeev K. Bansal Qualified Annuity Trust #2, and indirectly by Mr. Bansal as sole trustee of that trust.
 - (7)

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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