

MICROSTRATEGY INC  
Form 4  
February 10, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
Locke Arthur S III

(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)  
02/08/2005

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)  
VP, Finance and CFO

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)	
				(A) or (D)	Price			
				Code	V	Amount		
Class A Common Stock	02/08/2005		M	1,026	A	\$ 20.69	1,026	D
Class A Common Stock	02/08/2005		M	574	A	\$ 24.8	1,600	D
Class A Common Stock	02/08/2005		S	1,000	D	\$ 76.452	600 <sup>(1)</sup>	D
Class A Common Stock	02/08/2005		S	600	D	\$ 76.45	0	D

Common  
Stock

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, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 24.8	02/08/2005		M	574	<sup>(2)</sup> 04/18/2011	Class A Common Stock	574
Employee Stock Option (right to buy)	\$ 20.69	02/08/2005		M	1,026	<sup>(3)</sup> 02/08/2013	Class A Common Stock	1,026

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

Locke Arthur S III  
C/O MICROSTRATEGY INCORPORATED  
1861 INTERNATIONAL DRIVE  
MCLEAN, VA 22102

VP, Finance and CFO

## Signatures

Arthur S. Locke,  
III 02/10/2005

\_\_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) 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 574 shares exercised on 02/08/2005 pursuant to this stock option vested on 04/18/2004. The remaining 1,376 shares subject to the stock option vest on 04/18/2005.  
Of the 1,026 shares exercised on 02/08/2005 pursuant to this stock option, (i) 850 shares vested on 02/08/2004 and (ii) 176 shares vested on 02/08/2005. Of the remaining 6,624 shares subject to the stock option, 1,524 shares vested on 02/08/2005 and 5,100 shares vest in three equal annual installments beginning on 02/08/2006.
- (4) 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.