

MICROSTRATEGY INC

Form 4

November 14, 2007

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**SPAHR THOMAS P**

(Last) (First) (Middle)

**C/O MICROSTRATEGY  
INCORPORATED, 1861  
INTERNATIONAL DR**

(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)  
**11/09/2007**

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)

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	(A) or (D)	Price		
Class A Common Stock	11/09/2007		C		5,000	A	<u>11</u>	5,000	D
Class A Common Stock	11/09/2007		S		300	D	\$ 100.04	4,700 <u>(2)</u>	D
Class A Common Stock	11/09/2007		S		300	D	\$ 100.14	4,400	D
Class A	11/09/2007		S		600	D	\$	3,800	D

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Common Stock					100.17		
Class A Common Stock	11/09/2007	S	100	D	\$ 100.25	3,700	D
Class A Common Stock	11/09/2007	S	300	D	\$ 100.26	3,400	D
Class A Common Stock	11/09/2007	S	100	D	\$ 100.27	3,300	D
Class A Common Stock	11/09/2007	S	300	D	\$ 100.34	3,000	D
Class A Common Stock	11/09/2007	S	200	D	\$ 100.38	2,800	D
Class A Common Stock	11/09/2007	S	500	D	\$ 100.4	2,300	D
Class A Common Stock	11/09/2007	S	400	D	\$ 100.41	1,900	D
Class A Common Stock	11/09/2007	S	100	D	\$ 100.43	1,800	D
Class A Common Stock	11/09/2007	S	200	D	\$ 100.47	1,600	D
Class A Common Stock	11/09/2007	S	300	D	\$ 100.49	1,300	D
Class A Common Stock	11/09/2007	S	100	D	\$ 100.52	1,200	D
Class A Common Stock	11/09/2007	S	300	D	\$ 100.57	900	D
Class A Common Stock	11/09/2007	S	300	D	\$ 100.58	600	D
Class A Common Stock	11/09/2007	S	300	D	\$ 100.66	300	D

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Class A  
Common Stock 11/09/2007 S 300 D \$ 100.67 0 D

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(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. Price of Deriv Secur (Instr.
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Class B Common Stock	(3)	11/09/2007		C	5,000	(3)	(3)	Class A Common Stock	5,000	(3)

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

SPAHR THOMAS P  
C/O MICROSTRATEGY INCORPORATED  
1861 INTERNATIONAL DR  
MCLEAN, VA 22102 X

## Signatures

/s/ W. Ming Shao,  
Attorney-in-Fact 11/14/2007

\_\_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).

(1)

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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.

- Separate open market sale transactions that were executed on 11/09/2007 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) 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.

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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