

MICROSTRATEGY INC

Form 4

November 14, 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 \*  
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)	
				(A) or (D)	Price			
				Code	V	Amount		
Class A Common Stock	11/09/2007		C	5,000	A	\$ 1	5,000	D
Class A Common Stock	11/09/2007		S	300	D	\$ 100.04	4,700 (2)	D
Class A Common Stock	11/09/2007		S	300	D	\$ 100.14	4,400	D
Class A Common Stock	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

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.**

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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. Price or Value of Underlying Securities (Instr. 3 and 4)
Class B Common Stock	(3)	11/09/2007		C	5,000	(3) (3)	Class A Common Stock	5,000

## 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, 11/14/2007  
Attorney-in-Fact

\*\*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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