

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
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(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.

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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 or Value of Underlying Securities (Instr. 3 and 4)
				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

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.

- (2) 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 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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