

BEDELL JEFFREY A

Form 4

March 09, 2005

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 *
BEDELL JEFFREY A

(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)
03/07/2005

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
VP, Technology and CTO

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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	03/07/2005		M		6,800	A	\$ 12.5	14,996	D	
Class A Common Stock	03/07/2005		M		25,000	A	\$ 4.7	39,996	D	
Class A Common Stock	03/07/2005		S		3,300	D	\$ 70.08	36,696 ⁽¹⁾	D	
Class A	03/07/2005		S		2,300	D	\$	34,396	D	

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Common Stock						70.39		
Class A Common Stock	03/07/2005	S	900	D	\$ 70.04	33,496	D	
Class A Common Stock	03/07/2005	S	200	D	\$ 70.01	33,296	D	
Class A Common Stock	03/07/2005	S	100	D	\$ 70.03	33,196	D	
Class A Common Stock	03/07/2005	S	500	D	\$ 70.02	32,696	D	
Class A Common Stock	03/07/2005	S	100	D	\$ 70.38	32,596	D	
Class A Common Stock	03/07/2005	S	1,900	D	\$ 70.05	30,696	D	
Class A Common Stock	03/07/2005	S	400	D	\$ 70.07	30,296	D	
Class A Common Stock	03/07/2005	S	1,500	D	\$ 70.29	28,796	D	
Class A Common Stock	03/07/2005	S	941	D	\$ 70.3	27,855	D	
Class A Common Stock	03/07/2005	S	457	D	\$ 70.36	27,398	D	
Class A Common Stock	03/07/2005	S	1,278	D	\$ 70.1	26,120	D	
Class A Common Stock	03/07/2005	S	500	D	\$ 70.45	25,620	D	
Class A Common Stock	03/07/2005	S	100	D	\$ 70.33	25,520	D	
Class A Common Stock	03/07/2005	S	100	D	\$ 70.24	25,420	D	

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Class A Common Stock	03/07/2005	S	200	D	\$ 70.31	25,220	D
Class A Common Stock	03/07/2005	S	400	D	\$ 70.26	24,820	D
Class A Common Stock	03/07/2005	S	700	D	\$ 70.09	24,120	D
Class A Common Stock	03/07/2005	S	700	D	\$ 70.27	23,420	D
Class A Common Stock	03/07/2005	S	400	D	\$ 70.06	23,020	D
Class A Common Stock	03/07/2005	S	14,824	D	\$ 70	8,196	D

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 12.5	03/07/2005		M		6,800		<u>(2)</u>	09/30/2007	Class A Common Stock	6,800
Employee Stock Option	\$ 4.7	03/07/2005		M		25,000		<u>(3)</u>	07/26/2012	Class A Common Stock	25,000

(right to
buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BEDELL JEFFREY A C/O MICROSTRATEGY INCORPORATED 1861 INTERNATIONAL DRIVE MCLEAN, VA 22102			VP, Technology and CTO	

Signatures

Jeffrey A. 03/09/2005
Bedell

__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 6,800 shares exercised on 03/07/2005 pursuant to this stock option vested in five equal annual installments beginning on 09/30/1998.
- (3) Of the 25,000 shares exercised on 03/07/2005 pursuant to this stock option, 12,500 shares vested on 07/26/2003 and 12,500 shares vested on 07/26/2004. The remaining 25,000 shares subject to the stock option vest in two equal annual installments beginning on 07/26/2005.
- (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.
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