

MICROSTRATEGY INC
Form 4
June 07, 2012

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 *
BANSAL SANJU K

(Last) (First) (Middle)

**C/O MICROSTRATEGY
INCORPORATED, 1850 TOWERS
CRESCENT PLAZA**

(Street)

2. Issuer Name and Ticker or Trading Symbol
MICROSTRATEGY INC [MSTR]

3. Date of Earliest Transaction
(Month/Day/Year)
06/05/2012

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

 Director 10% Owner
 Officer (give title below) Other (specify below)
Vice Chairman, EVP and COO

TYSONS CORNER, VA 22182

(City) (State) (Zip)

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

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 | Shares |
| Class A Common Stock | 06/07/2012 | | C | 30,000 | A | <u>(1)</u> | 0 <u>(2)</u> I Shares owned by LLC <u>(3)</u> |
| Class A Common Stock | 06/05/2012 | | S | 8,364 | D | \$ <u>(4)</u> 120.557 | 0 <u>(2)</u> I Shares owned by LLC |
| Class A Common Stock | 06/05/2012 | | S | 1,636 | D | \$ <u>(5)</u> 121.3781 | 0 <u>(2)</u> I Shares owned by LLC |
| Class A Common Stock | 06/06/2012 | | S | 1,300 | D | \$ <u>(5)</u> | 0 <u>(2)</u> I Shares |

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| | | | | | | | | | |
|----------------------|------------|--|---|--------|------------|--------------|--------------|---|---------------------|
| Common Stock | | | | | 122,371.2 | | | | owned by LLC |
| | | | | | <u>(6)</u> | | | | |
| Class A Common Stock | 06/06/2012 | | S | 18,168 | D | \$ 123,346.6 | 0 <u>(2)</u> | I | Shares owned by LLC |
| | | | | | | <u>(7)</u> | | | |
| Class A Common Stock | 06/06/2012 | | S | 532 | D | \$ 124,291.8 | 0 <u>(2)</u> | I | Shares owned by LLC |
| | | | | | | <u>(8)</u> | | | |

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. P Deriv Sec (Instr. 3 and 4) | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|---------------------------------|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |
| Class B Common Stock | <u>(9)</u> | 06/07/2012 | | C | 30,000 | <u>(9)</u> | <u>(9)</u> | Class A Common Stock | 30,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-----------------------------------------------------------------------------------------------------------|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BANSAL SANJU K C/O MICROSTRATEGY INCORPORATED 1850 TOWERS CRESCENT PLAZA TYSONS CORNER, VA 22182 | X | | Vice Chairman, EVP and COO | |

Signatures

/s/ Sanju K.
Bansal

06/07/2012

**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) 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.

The reporting person converted 30,000 shares of Class B Common Stock into 30,000 shares of Class A Common Stock on June 7, 2012 for the purpose of settling the sale transactions reported on this Form 4. Upon settlement of all of these sale transactions, the reporting person will beneficially own 0 shares of Class A Common Stock.
- (2) Shares that are indicated as being "owned by LLC" are owned directly by Shangri-La LLC (the "LLC"), and indirectly by Mr. Bansal as the sole member of the LLC.

The reported price is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$120.05 to \$121.00, inclusive. The reporting person undertakes to provide to MicroStrategy Incorporated, any security holder of MicroStrategy Incorporated, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each price within the ranges set forth in footnotes 4, 5, 6, 7 and 8 to this Form 4.
- (3) The reported price is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$121.11 to \$121.97, inclusive.
- (4) The reported price is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$122.00 to \$122.96, inclusive.
- (5) The reported price is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$123.00 to \$123.98, inclusive.
- (6) The reported price is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$124.07 to \$124.37, inclusive.
- (7) 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.
- (8) See Exhibit A.
- (9) See Exhibit A.
- (10) 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.