CITADEL L P Form SC 13G/A

February 14, 2003

SEC 1745 (02-02)

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## **UNITED STATES** SECURITIES AND EXCHANGE **COMMISSION**

Washington, D.C. 20549

### **SCHEDULE 13G**

(Rule 13d-102)

OMB APPROVAL OMB Number: 3235-0145

Expires: December 31, 2005 Estimated average burden hours per response. . 11

Information Statement Pursuant to Rules 13d-1 and 13d-2 **Under the Securities Exchange Act of 1934** (Amendment No. 3)\*

#### MicroStrategy Incorporated

(Name of Issuer)

Common Stock - Class A

(Title of Class of Securities)

594972408

(CUSIP Number)

December 31, 2002

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- [X] Rule 13d-1(c)
- [ ] Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

| CUSIP No. 5949           | 7/2400  |                 | rage 2 01 18  |
|--------------------------|---|-----------------|---|
| 1.                       | Names of Reporting<br>Citadel Limited F   |                 | S. Identification Nos. of above persons (entities only) |
| 2.                       | Check the Appropri  | iate Box if a M | ember of a Group (See Instructions)                     |
|                          | (a)   | [ X ]           | • '   |
|                          | <b>(b)</b>  | [ ]             |   |
| 3.                       | SEC Use Only  |                 |   |
| 4.                       | Citizenship or Place<br>Illinois limited pa   |                 |   |
|                          | 5.  |                 | Sole Voting Power                                       |
|                          |   |                 | 0   |
| Number of                | 6.  |                 | Shared Voting Power                                     |
| Shares<br>Beneficially   |   |                 | 179,717 shares of Class A Common Stock                  |
| Owned by                 |   |                 | 177,717 Shares of Chass II Common Stock                 |
| Each                     | 7.  |                 | Sole Dispositive Power                                  |
| Reporting<br>Person With |   |                 | 0   |
|                          | 8.  |                 | Shared Dispositive Power                                |
|                          |   |                 | See Row 6 above.  |
| 9.                       | Aggregate Amount See Row 6 above  | =               | wned by Each Reporting Person                           |
| 10.                      | Check if the Aggreg   | ate Amount in   | Row (9) Excludes Certain Shares (See Instructions) [ ]  |
| 11.                      | Percent of Class Represented by Amount in Row (9) Approximately 2.0% as of December 31, 2002. (Based on 8,876,972 shares of Class A Commo Stock issued and outstanding as of November 1, 2002.) |                 |   |
| 12.                      | Type of Reporting F<br>PN; HC   | Person (See Ins | structions)   |
|                          | Page 2 of 18  |                 |   |

| CUSIP No. 5949           | 72408  |   |  | Page 3 of 18 |  |  |
|--------------------------|--|---|--|--------------|--|--|
| 1.                       | Names of Reporti<br>GLB Partners, 1  | _   | Identification Nos. of above persons (entities only)   |              |  |  |
| 2.                       | Check the Approp   | Check the Appropriate Box if a Member of a Group (See Instructions) |  |              |  |  |
|                          | (a)  | [ X ]   | • '  |              |  |  |
|                          | <b>(b)</b>   | [ ]   |  |              |  |  |
| 3.                       | SEC Use Only   |   |  |              |  |  |
| 4.                       |  | ce of Organization  |  |              |  |  |
|                          | Delaware limited partnership U.S.A.  |   |  |              |  |  |
|                          | 5.   |   | Sole Voting Power                                      |              |  |  |
|                          |  |   | 0  |              |  |  |
| Number of<br>Shares      | 6.   |   | Shared Voting Power                                    |              |  |  |
| Beneficially             |  |   | 179,717 shares of Class A Common Stock                 |              |  |  |
| Owned by<br>Each         | 7.   |   | Sole Dispositive Power                                 |              |  |  |
| Reporting<br>Person With |  |   | 0  |              |  |  |
|                          | 8.   |   | Shared Dispositive Power                               |              |  |  |
|                          |  |   | See Row 6 above.                                       |              |  |  |
| 9.                       | Aggregate Amour  | nt Beneficially Ow  | ned by Each Reporting Person                           |              |  |  |
|                          | See Row 6 above  | ve.   |  |              |  |  |
| 10.                      | Check if the Aggr  | egate Amount in I   | Row (9) Excludes Certain Shares (See Instructions) [ ] |              |  |  |
| 11.                      | Percent of Class Represented by Amount in Row (9) Approximately 2.0% as of December 31, 2002. (Based on 8,876,972 shares of Class A Common Stock issued and outstanding as of November 1, 2002.) |   | ass A Common   |              |  |  |
| 12.                      | Type of Reporting PN; HC   | g Person (See Insti   | ructions)  |              |  |  |
| 1                        | Page 3 of 18   |   |  |              |  |  |

| CUSIP No. 5949      | 972408   |                                      | Page 4 of 18  |  |  |
|---------------------|--|--------------------------------------|---|--|--|
| 1.                  | Names of Reporting Citadel Investm   | _                                    | 5. Identification Nos. of above persons (entities only) |  |  |
|                     | Citadel Investin   | ent Group, L.i                       | ۵.د.  |  |  |
| 2.                  | Check the Approp   | riate Box if a M                     | ember of a Group (See Instructions)                     |  |  |
|                     | (a)  | [ X ]                                |   |  |  |
|                     | <b>(b)</b>   | [ ]                                  |   |  |  |
| 3.                  | SEC Use Only   |                                      |   |  |  |
| 4.                  | Citizenship or Pla   | ce of Organizatio                    | on  |  |  |
|                     | Delaware limite  | are limited liability company U.S.A. |   |  |  |
|                     | 5.   |                                      | Sole Voting Power                                       |  |  |
|                     |  |                                      | 0   |  |  |
| Number of<br>Shares | 6.   |                                      | Shared Voting Power                                     |  |  |
| Beneficially        |  |                                      | 179,717 shares of Class A Common Stock                  |  |  |
| Owned by<br>Each    | 7.   |                                      |   |  |  |
| Reporting           | 7.   |                                      | Sole Dispositive Power ()                               |  |  |
| Person With         |  |                                      |   |  |  |
|                     | 8.   |                                      | Shared Dispositive Power                                |  |  |
|                     |  |                                      | See Row 6 above.  |  |  |
| 9.                  | Aggregate Amoun  | t Beneficially Ov                    | wned by Each Reporting Person                           |  |  |
|                     | See Row 6 above  | e.                                   |   |  |  |
| 10.                 | Check if the Aggre   | egate Amount in                      | Row (9) Excludes Certain Shares (See Instructions) [ ]  |  |  |
| 11.                 | Percent of Class R   | epresented by A                      | mount in Row (9)  |  |  |
|                     | Approximately 2.0% as of December 31, 2002. (Based on 8,876,972 shares of Class A Common |                                      |   |  |  |
|                     | Stock issued and   | d outstanding a                      | as of November 1, 2002.)                                |  |  |
| 12.                 | Type of Reporting  | Person (See Ins                      | tructions)  |  |  |
|                     | OO; HC   |                                      |   |  |  |
|                     |  |                                      |   |  |  |
|                     | Page 4 of 18   |                                      |   |  |  |

| CUSIP No. 5949           | 972408   |   | Page 5 of 18   |  |  |
|--------------------------|--|---|--|--|--|
| 1.                       | Names of Report<br>Kenneth Griffi  | •   | . Identification Nos. of above persons (entities only) |  |  |
| 2.                       | Check the Appro  | priate Box if a M                                     | ember of a Group (See Instructions)                    |  |  |
|                          | (a)  | [ X ]   |  |  |  |
|                          | <b>(b)</b>   | [ ]   |  |  |  |
| 3.                       | SEC Use Only   |   |  |  |  |
| 4.                       | Citizenship or Pl  | ace of Organizatio                                    | on   |  |  |
|                          | U.S. Citizen   |   |  |  |  |
|                          | U.S.A.   |   |  |  |  |
|                          | 5.   |   | Sole Voting Power                                      |  |  |
|                          |  |   | 0  |  |  |
| Number of<br>Shares      | 6.   |   | Shared Voting Power                                    |  |  |
| Beneficially             |  |   | 179,717 shares of Class A Common Stock                 |  |  |
| Owned by<br>Each         | 7.   |   | Sole Dispositive Power                                 |  |  |
| Reporting<br>Person With |  |   | 0  |  |  |
|                          | 8.   |   | Shared Dispositive Power                               |  |  |
|                          |  |   | See Row 6 above.                                       |  |  |
| 9.                       | Aggregate Amount Beneficially Owned by Each Reporting Person                             |   |  |  |  |
|                          | See Row 6 abo  | eve.  |  |  |  |
| 10.                      | Check if the Agg   | regate Amount in                                      | Row (9) Excludes Certain Shares (See Instructions) [ ] |  |  |
| 11.                      | Percent of Class Represented by Amount in Row (9)  |   |  |  |  |
|                          | Approximately 2.0% as of December 31, 2002. (Based on 8,876,972 shares of Class A Common |   |  |  |  |
|                          | Stock issued a   | Stock issued and outstanding as of November 1, 2002.) |  |  |  |
| 12.                      | Type of Reportin   | g Person (See Ins                                     | tructions)   |  |  |
|                          | IN   |   |  |  |  |
|                          | D 5 610  |   |  |  |  |
|                          | Page 5 of 18   |   |  |  |  |

| CUSIP No. 5949                   | 772408   |                    | Page 6 of 18   |  |
|----------------------------------|--|--------------------|--|--|
| 1.                               | Names of Reporti   | ng Persons. I.R.S  | 5. Identification Nos. of above persons (entities only)    |  |
|                                  | Citadel Welling  | gton Partners L    | .P.  |  |
| 2.                               | Check the Approp   | priate Box if a M  | ember of a Group (See Instructions)                        |  |
|                                  | (a)  | [ X ]              | -  |  |
|                                  | <b>(b)</b>   | [ ]                |  |  |
| 3.                               | SEC Use Only   |                    |  |  |
| 4.                               | Citizenship or Pla<br>Illinois limited<br>U.S.A.   |                    | on   |  |
|                                  | 5.   |                    | Sole Voting Power 0  |  |
| Number of                        | 6.   |                    | Character Daniel   |  |
| Shares                           | 0.   |                    | Shared Voting Power 179,717 shares of Class A Common Stock |  |
| Beneficially<br>Owned by         |  |                    | 1/9,/1/ shares of Class A Common Stock                     |  |
| Each                             | 7.   |                    | Sole Dispositive Power                                     |  |
| Each<br>Reporting<br>Person With |  |                    | 0  |  |
|                                  | 8.   |                    | Shared Dispositive Power                                   |  |
|                                  |  |                    | See Row 6 above.   |  |
| 9.                               | Aggregate Amoun<br>See Row 6 abo   |                    | wned by Each Reporting Person                              |  |
| 10.                              | Check if the Aggr  | egate Amount in    | Row (9) Excludes Certain Shares (See Instructions) [ ]     |  |
| 11.                              | Percent of Class Represented by Amount in Row (9) Approximately 2.0% as of December 31, 2002. (Based on 8,876,972 shares of Class A Common Stock issued and outstanding as of November 1, 2002.) |                    |  |  |
|                                  |  |                    |  |  |
| 12.                              | Type of Reporting PN; HC   | g Person (See Inst | tructions)   |  |
|                                  | Page 6 of 18   |                    |  |  |

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|--------------------------|--|-------------------|---|--|--|
| 1.                       | Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) Wingate Capital Ltd.   |                   |   |  |  |
| 2.                       | Check the Appro  | priate Box if a M | ember of a Group (See Instructions)                           |  |  |
|                          | (a)  | [ X ]             |   |  |  |
|                          | <b>(b)</b>   | [ ]               |   |  |  |
| 3.                       | SEC Use Only   |                   |   |  |  |
| 4.                       | Citizenship or Pla<br>Cayman Island  |                   | on  |  |  |
|                          | J  |                   |   |  |  |
|                          | 5.   |                   | Sole Voting Power   |  |  |
|                          |  |                   | 0   |  |  |
| Number of                | 6.   |                   | Shared Voting Power   |  |  |
| Shares<br>Beneficially   |  |                   | 179,717 shares of Class A Common Stock                        |  |  |
| Owned by                 |  |                   |   |  |  |
| Each                     | 7.   |                   | Sole Dispositive Power  |  |  |
| Reporting<br>Person With |  |                   | 0   |  |  |
|                          | 8.   |                   | Shared Dispositive Power                                      |  |  |
|                          |  |                   | See Row 6 above.  |  |  |
| 9.                       | Aggregate Amou   | nt Beneficially O | wned by Each Reporting Person                                 |  |  |
|                          | See Row 6 above.   |                   |   |  |  |
| 10.                      | Check if the Agg   | regate Amount in  | Row (9) Excludes Certain Shares (See Instructions) [ ]        |  |  |
| 11.                      | Percent of Class Represented by Amount in Row (9) Approximately 2.0% as of December 31, 2002. (Based on 8,876,972 shares of Class A Comm Stock issued and outstanding as of November 1, 2002.) |                   | cember 31, 2002. (Based on 8,876,972 shares of Class A Common |  |  |
| 12.                      | Type of Reportin   | g Person (See Ins | tructions)  |  |  |
|                          | Page 7 of 18   |                   |   |  |  |

| CUSIP No. 5949   | 972408  |  | Page 8 of 18                           |  |  |
|------------------|---|--|--|--|--|
| 1.               | Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) |  |  |  |  |
|                  |   |  | rategies Fund Ltd.                     |  |  |
|                  |   | Ston Greeur St   | atogres I and Eta.                     |  |  |
| 2.               | Check the Appro   | priate Box if a M  | ember of a Group (See Instructions)    |  |  |
|                  | (a)   | [ X ]  | ember of a Group (See Instructions)    |  |  |
|                  | (b)   | [ ]  |  |  |  |
|                  | (0)   | L J  |  |  |  |
| 3.               | SEC Use Only  |  |  |  |  |
|                  |   |  |  |  |  |
| 4.               | Citizenship or Pla  | ace of Organization  | on                                     |  |  |
|                  | Bermuda comp  | any  |  |  |  |
|                  | 5.  |  | Sole Voting Power                      |  |  |
|                  |   |  |  |  |  |
|                  |   |  | 0                                      |  |  |
| Number of        | 6.  |  | Chanad Vatina Daman                    |  |  |
| Shares           | 0.  |  | Shared Voting Power                    |  |  |
| Beneficially     |   |  | 179,717 shares of Class A Common Stock |  |  |
| Owned by<br>Each | 7.  |  |  |  |  |
| Reporting        | 7.  |  | Sole Dispositive Power                 |  |  |
| Person With      |   |  | 0                                      |  |  |
|                  | o   |  |  |  |  |
|                  | 8.  |  | Shared Dispositive Power               |  |  |
|                  |   |  | See Row 6 above.                       |  |  |
| 9.               | Aggregate Amou  | nt Beneficially Ox   | wned by Each Reporting Person          |  |  |
|                  | Aggregate Amount Beneficially Owned by Each Reporting Person See Row 6 above.           |  |  |  |  |
|                  | See How o doe   |  |  |  |  |
| 10.              | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) [ ] |  |  |  |  |
|                  |   |  |  |  |  |
| 11               |   |  |  |  |  |
| 11.              |   |  | mount in Row (9)                       |  |  |
|                  |   | Approximately 2.0% as of December 31, 2002. (Based on 8,876,972 shares of Class A Common |  |  |  |
|                  | Stock issued ar   | nd outstanding   | as of November 1, 2002.)               |  |  |
| 12.              | Type of Reportin  | g Person (See Inc  | tructions)                             |  |  |
|                  | CO; HC  | 6 I cison (bee ins   | ** *********************************** |  |  |
|                  | CO, 11C   |  |  |  |  |
|                  |   |  |  |  |  |
|                  | Page 8 of 18  |  |  |  |  |

| CUSIP No. 5949   | JSIP No. 594972408 Pa   |  | Page 9 of 18   |  |  |
|------------------|---|--|--|--|--|
| 1.               | Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) |  |  |  |  |
|                  | Fisher Capital  | Ltd.   |  |  |  |
|                  | •   |  |  |  |  |
| 2.               | Check the Appro   | priate Box if a M  | ember of a Group (See Instructions)                    |  |  |
|                  | (a)   | [ X ]  |  |  |  |
|                  | <b>(b)</b>  | [ ]  |  |  |  |
|                  |   |  |  |  |  |
| 3.               | SEC Use Only  |  |  |  |  |
|                  |   |  |  |  |  |
| 4.               | Citizenship or Pla  | ace of Organizati  | on   |  |  |
|                  | Cayman Island   | Cayman Islands company   |  |  |  |
|                  | _   |  |  |  |  |
|                  | 5.  |  | Sole Voting Power                                      |  |  |
|                  |   |  | 0  |  |  |
| Number of        | 6.  |  | Charact Victor Danier                                  |  |  |
| Shares           | 0.  |  | Shared Voting Power                                    |  |  |
| Beneficially     |   |  | 179,717 shares of Class A Common Stock                 |  |  |
| Owned by<br>Each | 7.  |  | Cale Disconsisting Dames                               |  |  |
| Reporting        | <b>7.</b>   |  | Sole Dispositive Power 0                               |  |  |
| Person With      |   |  | U  |  |  |
|                  | 8.  |  | Shared Dispositive Power                               |  |  |
|                  |   |  | See Row 6 above.                                       |  |  |
|                  |   |  | See Now 6 decree.                                      |  |  |
| 9.               | Aggregate Amount Beneficially Owned by Each Reporting Person                            |  |  |  |  |
|                  | See Row 6 above.  |  |  |  |  |
|                  |   |  |  |  |  |
| 10.              | Check if the Aggr   | egate Amount in  | Row (9) Excludes Certain Shares (See Instructions) [ ] |  |  |
|                  |   |  |  |  |  |
| 44               |   |  |  |  |  |
| 11.              |   |  | mount in Row (9)                                       |  |  |
|                  |   | Approximately 2.0% as of December 31, 2002. (Based on 8,876,972 shares of Class A Common |  |  |  |
|                  | Stock issued ar   | id outstanding   | as of November 1, 2002.)                               |  |  |
| 12.              | Type of Reportin  | a Parson (Saa Ina  | tructions)   |  |  |
|                  | CO  | g i erson (See ins   | ti uctions)  |  |  |
|                  | CO  |  |  |  |  |
|                  |   |  |  |  |  |
|                  | Page 9 of 18  |  |  |  |  |

| CUSIP No. 5949   | 972408   | Page 10 of 18   |  |  |  |  |
|------------------|--|---|--|--|--|--|
| 1.               | Names of Reporting Persons.  | I.R.S. Identification Nos. of above persons (entities only) |  |  |  |  |
|                  | Citadel Trading Group, L.L.C.  |   |  |  |  |  |
|                  |  |   |  |  |  |  |
| 2.               | Check the Appropriate Box it   | f a Member of a Group (See Instructions)                    |  |  |  |  |
|                  | (a) [X]  |   |  |  |  |  |
|                  | (b) [ ]  |   |  |  |  |  |
|                  |  |   |  |  |  |  |
| 3.               | SEC Use Only   |   |  |  |  |  |
|                  |  |   |  |  |  |  |
| 4.               | Citizenship or Place of Organ  |   |  |  |  |  |
|                  | Delaware limited liability company   |   |  |  |  |  |
|                  | U.S.A.   |   |  |  |  |  |
|                  | E  |   |  |  |  |  |
|                  | 5.   | Sole Voting Power   |  |  |  |  |
|                  |  | 0   |  |  |  |  |
| Number of        | 6.   |   |  |  |  |  |
| Shares           | 0.   | Shared Voting Power   |  |  |  |  |
| Beneficially     |  | 179,717 shares of Class A Common Stock                      |  |  |  |  |
| Owned by<br>Each | _  |   |  |  |  |  |
| Reporting        | 7.   | Sole Dispositive Power                                      |  |  |  |  |
| Person With      |  | 0   |  |  |  |  |
|                  | 8.   | Class I D'ana 'A' a Damar                                   |  |  |  |  |
|                  | <b>0.</b>  | Shared Dispositive Power                                    |  |  |  |  |
|                  |  | See Row 6 above.  |  |  |  |  |
| 9.               | Aggregate Amount Reneficial  | lly Owned by Each Reporting Person                          |  |  |  |  |
|                  | See Row 6 above.   | ny Owned by Each Reporting Letson                           |  |  |  |  |
|                  | See Row o above.   |   |  |  |  |  |
| 10.              | Check if the Aggregate Amou  | int in Row (9) Excludes Certain Shares (See Instructions)   |  |  |  |  |
|                  | 0.10011 11 0110 1.1gg. 0g.000 1.111100   |   |  |  |  |  |
|                  |  |   |  |  |  |  |
| 11.              | Percent of Class Represented   | by Amount in Row (9)  |  |  |  |  |
|                  | Approximately 2.0% as of December 31, 2002. (Based on 8,876,972 shares of Class A Common |   |  |  |  |  |
|                  | Stock issued and outstand  | ling as of November 1, 2002.)                               |  |  |  |  |
|                  |  |   |  |  |  |  |
| 12.              | Type of Reporting Person (Se   | ee Instructions)  |  |  |  |  |
|                  | 00   |   |  |  |  |  |
|                  |  |   |  |  |  |  |
| 1                | Page 10 of 18  |   |  |  |  |  |
| •                |  |   |  |  |  |  |

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|--------------------------|--|--|--|--|--|
| 1.                       | Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  |  |  |  |  |
|                          | Aragon Investments   |  |  |  |  |
|                          |  | , ———  |  |  |  |
| 2.                       | Check the Appropriate Box if a Member of a Group (See Instructions)                      |  |  |  |  |
|                          | (a)  | [X]  |  |  |  |
|                          | (b)  |  |  |  |  |
|                          | (0)  |  |  |  |  |
| 3.                       | SEC Use Only   |  |  |  |  |
|                          |  |  |  |  |  |
| 4.                       | Citizenship or Place of  | Organization   |  |  |  |
|                          | Bermuda company  |  |  |  |  |
|                          | -  |  |  |  |  |
|                          | 5.   | Sole Voting Power  |  |  |  |
|                          |  | 0  |  |  |  |
| Number of                |  |  |  |  |  |
| Shares                   | 6.   | Shared Voting Power  |  |  |  |
| Beneficially             |  | 179,717 shares of Class A Common Stock                           |  |  |  |
| Owned by                 |  |  |  |  |  |
| Each                     | 7.   | Sole Dispositive Power   |  |  |  |
| Reporting<br>Person With |  | 0  |  |  |  |
| reison with              |  |  |  |  |  |
|                          | 8.   | Shared Dispositive Power   |  |  |  |
|                          |  | See Row 6 above.   |  |  |  |
| 9.                       |  |  |  |  |  |
| 9.                       | Aggregate Amount Beneficially Owned by Each Reporting Person                             |  |  |  |  |
|                          | See Row 6 above.   |  |  |  |  |
| 10.                      | Charlettala Assussata  | Amount in Dan (0) Englished Contain Change (Cas Instructions)    |  |  |  |
| 10.                      | Check if the Aggregate   | Amount in Row (9) Excludes Certain Shares (See Instructions) [ ] |  |  |  |
|                          |  |  |  |  |  |
| 11.                      | Percent of Class Repres  | sented by Amount in Row (9)                                      |  |  |  |
|                          | Approximately 2.0% as of December 31, 2002. (Based on 8,876,972 shares of Class A Common |  |  |  |  |
|                          |  | estanding as of November 1, 2002.)                               |  |  |  |
|                          | Stock issued and out   | standing as of free-chief 1, 2002.)                              |  |  |  |
| 12.                      | Type of Reporting Pers   | on (See Instructions)  |  |  |  |
|                          | CO   |  |  |  |  |
|                          |  |  |  |  |  |
|                          |  |  |  |  |  |
| ]                        | Page 11 of 18  |  |  |  |  |
|                          |  |  |  |  |  |

CUSIP No. 594972408 Page 12 of 18 Item 1. Name of Issuer (a) MICROSTRATEGY INCORPORATED **Address of Issuer's Principal Executive Offices (b)** 1861 International Dr. McLean, Virginia 22102 Item 2. Name of Person Filing (a) Address of Principal Business Office or, if none, Residence **(b)** (c) Citizenship Citadel Limited Partnership 225 W. Washington 9th Floor Chicago, Illinois 60606 Illinois limited partnership GLB Partners, L.P. 225 W. Washington 9th Floor Chicago, Illinois 60606 Delaware limited partnership Citadel Investment Group, L.L.C. 225 W. Washington 9th Floor Chicago, Illinois 60606 Delaware limited liability company Kenneth Griffin

225 W. Washington

9th Floor

Chicago, Illinois 60606

U.S. Citizen

Citadel Wellington Partners L.P.

c/o Citadel Investment Group, L.L.C.

225 W. Washington

9th Floor

Chicago, Illinois 60606

Illinois limited partnership

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CUSIP No. 594972408 Page 13 of 18 Wingate Capital Ltd. c/o Citadel Investment Group, L.L.C. 225 W. Washington 9th Floor Chicago, Illinois 60606 Cayman Islands company Citadel Kensington Global Strategies Fund Ltd. c/o Citadel Investment Group, L.L.C. 225 W. Washington 9th Floor Chicago, Illinois 60606 Bermuda company Fisher Capital Ltd. c/o Citadel Investment Group, L.L.C. 225 W. Washington 9th Floor Chicago, Illinois 60606 Cayman Islands company Citadel Trading Group, L.L.C. c/o Citadel Investment Group, L.L.C. 225 W. Washington

9th Floor

Chicago, Illinois 60606

Delaware limited liability company

Aragon Investments, Ltd.

c/o Citadel Investment Group, L.L.C.

225 W. Washington

9th Floor

Chicago, Illinois 60606

Bermuda company

#### (d) Title of Class of Securities

Class A Common Stock, par value \$0.001 per share

(e) CUSIP Number

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| Item 3.             | If this state                    | If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a: |   |  |  |  |
|---------------------|----------------------------------|---|---|--|--|--|
|                     | (a)                              | [ ]   | Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).  |  |  |  |
|                     | <b>(b)</b>                       | []  | Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).  |  |  |  |
|                     | (c)                              | []  | Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).  |  |  |  |
|                     | <b>(d)</b>                       | []  | Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).   |  |  |  |
|                     | (e)                              | []  | An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);   |  |  |  |
|                     | <b>(f)</b>                       | []  | An employee benefit plan or endowment fund in accordance with $\$240.13d-1(b)(1)(ii)(F)$ ;  |  |  |  |
|                     | (g)                              | []  | A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);   |  |  |  |
|                     | ( <b>h</b> )                     | []  | A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);  |  |  |  |
|                     | <b>(i)</b>                       | []  | A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3); |  |  |  |
|                     | <b>(j</b> )                      | []  | Group, in accordance with §240.13d-1(b)(1)(ii)(J).  |  |  |  |
|                     | If this state                    | ment is filed pursuant  | to Rule 13d-1(c), check this box. ý   |  |  |  |
| Item 4. Owner CITAI | <b>rship</b><br>DEL LIMITED PART | NERSHIP   |   |  |  |  |
| GLB F               | PARTNERS, L.P.                   |   |   |  |  |  |
| CITAI               | DEL INVESTMENT                   | GROUP, L.L.C.   |   |  |  |  |

KENNETH GRIFFIN

CITADEL WELLINGTON PARTNERS L.P.

WINGATE CAPITAL LTD.

CITADEL KENSINGTON GLOBAL STRATEGIES FUND LTD.

FISHER CAPITAL LTD.

CITADEL TRADING GROUP, L.L.C.

ARAGON INVESTMENTS, LTD.

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Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

| (a)        | Amount beneficially owned: 1/9,/1/ shares of Class A Common Stock       |    |
|------------|---|----|
|            | Percent of class: Approximately 2.0% as of December 31, 2002. (Based on | 1  |
| <b>(b)</b> | 8,876,972 shares of Class A Common Stock issued and outstanding as of   |    |
|            | November 1, 2002.)  |    |
| (c)        | Number of shares as to which the person has:                            |    |
|            | (i) Sole power to vote or to direct the vote $0$                        |    |
|            | Shared power to vote or to direct the vote See item (a                  | a) |

(ii) above.

(iii) Sole power to dispose or to direct the disposition of 0

Shared power to dispose or to direct the disposition of See

item (a) above.

#### Item 5. Ownership of Five Percent or Less of a Class

If this Statement is being filed to report the fact that as of the date hereof the Reporting Persons have ceased to be the beneficial owner of more than five percent of the class of securities, check the following [X].

**Item 6. Ownership of More than Five Percent on Behalf of Another Person** Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person

See Item 2 above.

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Item 8. Identification and Classification of Members of the Group

Not Applicable.

Item 9. Notice of Dissolution of Group

Not Applicable.

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

\* Adam C. Cooper is signing on behalf of Kenneth Griffin as attorney-in-fact pursuant to a power of attorney previously filed with the Securities and Exchange Commission on November 19, 2002, and hereby incorporated by reference herein. The power of attorney was filed as an attachment to a filing by Citadel Limited Partnership on Form 3 for Metals USA, Inc.

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After reasonable inquiry and to the best of its knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated this 13th day of February, 2003

KENNETH GRIFFIN

By: /s/ Adam C. Cooper

FISHER CAPITAL LTD.

Adam C. Cooper, attorney-in-fact

CITADEL LIMITED PARTNERSHIP

By:

GLB Partners, L.P., By: /s/ Adam C. Cooper

its General Partner Adam C. Cooper, Senior Managing

Director and General Counsel

CITADEL INVESTMENT GROUP, L.L.C.

By: Citadel Investment Group, L.L.C.,

its General Partner WINGATE CAPITAL LTD.

By: /s/ Adam C. Cooper By: Citadel Limited Partnership,

Adam C. Cooper, Senior Managing its Portfolio Manager

Director and General Counsel

By: GLB Partners, L.P.,
GLB PARTNERS, L.P. its General Partner

By: Citadel Investment Group, L.L.C., By: Citadel Investment Group, L.L.C.,

its General Partner its General Partner

By: /s/ Adam C. Cooper By: /s/ Adam C. Cooper

Adam C. Cooper, Senior Managing

Director and General Counsel

Adam C. Cooper, Senior Managing

Director and General Counsel

CITADEL WELLINGTON PARTNERS L.P.

By: Citadel Limited Partnership, By: Citadel Limited Partnership,

its General Partner its Portfolio Manager

By: GLB Partners, L.P., By: GLB Partners, L.P.,

its General Partner its General Partner

By: Citadel Investment Group, L.L.C., By: Citadel Investment Group, L.L.C.,

its General Partner its General Partner

By: /s/ Adam C. Cooper By: /s/ Adam C. Cooper

Adam C. Cooper, Senior Managing Adam C. Cooper, Senior Managing

Director and General Counsel

Director and General Counsel

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#### CITADEL TRADING GROUP, L.L.C.

By:

Citadel Limited Partnership,

ARAGON INVESTMENTS, LTD.

Citadel Limited Partnership, By:

its Manager its Portfolio Manager

GLB Partners, L.P., GLB Partners, L.P., By: By: its General Partner its General Partner

Citadel Investment Group, L.L.C., Citadel Investment Group, L.L.C., By: By:

its General Partner its General Partner

By: /s/ Adam C. Cooper By: /s/ Adam C. Cooper

> Adam C. Cooper, Senior Managing Adam C. Cooper, Senior Managing Director and General Counsel Director and General Counsel

#### CITADEL KENSINGTON GLOBAL STRATEGIES FUND LTD.

By: Citadel Limited Partnership,

its Portfolio Manager

By: GLB Partners, L.P.,

its General Partner

Citadel Investment Group, L.L.C., By:

its General Partner

/s/ Adam C. Cooper By:

> Adam C. Cooper, Senior Managing Director and General Counsel

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