

MICROSTRATEGY INC
 Form 3
 May 06, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

McDonald Adam M
 (Last) (First) (Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)
 04/26/2005

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

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

Director 10% Owner
 Officer Other
 (give title below) (specify below)
 VP, Worldwide Services

C/O MICROSTRATEGY INCORPORATED, 1861 INTERNATIONAL DRIVE

(Street)

MCLEAN, VA 22102

(City) (State) (Zip)

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 Beneficially Owned

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned (Instr. 4)

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

4. Nature of Indirect Beneficial Ownership (Instr. 5)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and Expiration Date (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D)

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Date Exercisable Date Expiration Date

Title Amount or Number of

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				Shares		or Indirect (I) (Instr. 5)	
Employee Stock Option (right to buy)	Â (1)	06/10/2008	Class A Common Stock	240	\$ 60	D	Â
Employee Stock Option (right to buy)	Â (2)	06/09/2010	Class A Common Stock	394	\$ 441.25	D	Â
Employee Stock Option (right to buy)	Â (3)	10/17/2010	Class A Common Stock	5,000	\$ 215	D	Â
Employee Stock Option (right to buy)	Â (4)	04/18/2011	Class A Common Stock	1,251	\$ 24.8	D	Â
Employee Stock Option (right to buy)	Â (5)	02/08/2013	Class A Common Stock	4,500	\$ 20.69	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McDonald Adam M C/O MICROSTRATEGY INCORPORATED 1861 INTERNATIONAL DRIVE MCLEAN, VA 22102	Â	Â	Â VP, Worldwide Services	Â

Signatures

Adam M. McDonald 05/04/2005

**Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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 240 shares subject to this stock option vested in four equal annual installments beginning on 06/10/2000.
- (2) Of the 394 shares subject to this stock option, 78 shares vested on 06/30/2001 and the remaining 316 shares vest in four equal annual installments beginning on 06/30/2002.
- (3) The 5,000 shares subject to this stock option vested as follows: (i) 999 shares vested on 04/01/2001; (ii) 1,000 shares vested on 10/01/2001; (iii) 1,001 shares vested on 10/01/2002; (iv) 1,000 shares vested on 10/01/2003; and (v) 1,000 shares vested on 10/01/2004.
- (4) The 1,251 shares subject to this stock option vested on 04/18/2005.
- (5) The 4,500 shares subject to this stock option vest in three equal annual installments beginning on 02/08/2006.

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Remarks:

ExhibitÂ List:

ExhibitÂ 24Â -Â PowerÂ ofÂ Attorney

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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