

Locke Arthur S III  
Form 3  
January 11, 2005

**FORM 3**

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

OMB APPROVAL

OMB  
Number: 3235-0104  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

**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 \*

Â Locke Arthur S III

(Last)

(First)

(Middle)

2. Date of Event Requiring  
Statement

(Month/Day/Year)

01/01/2005

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  
\_X\_ Officer \_\_\_ Other  
(give title below) (specify below)  
VP, Finance and CFO

C/O MICROSTRATEGY  
INCORPORATED,Â 1861  
INTERNATIONAL DRIVE

(Street)

MCLEAN,Â VAÂ 22102

(City)

(State)

(Zip)

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 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)

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information contained in this form are not  
required to respond unless the form displays a  
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**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)

Date  
Exercisable

Expiration  
Date

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

Title

Amount or  
Number of

4. Conversion  
or Exercise  
Price of  
Derivative  
Security

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

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

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				Shares		or Indirect (I) (Instr. 5)	
Employee Stock Option (right to buy)	Â (1)	02/21/2011	Class A Common Stock	3,500	\$ 101.25	D	Â
Employee Stock Option (right to buy)	Â (2)	04/18/2011	Class A Common Stock	1,950	\$ 24.8	D	Â
Employee Stock Option (right to buy)	Â (3)	04/25/2012	Class A Common Stock	140	\$ 23	D	Â
Employee Stock Option (right to buy)	Â (4)	02/08/2013	Class A Common Stock	7,650	\$ 20.69	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Locke Arthur S III C/O MICROSTRATEGY INCORPORATED 1861 INTERNATIONAL DRIVE MCLEAN, VA 22102	Â	Â	Â VP, Finance and CFO	Â

## Signatures

Arthur S. Locke,  
III 01/11/2005

\_\_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 3,500 shares subject to this stock option vest in five equal annual installments beginning on 03/31/2002.
- (2) Of the 1,950 shares subject to this stock option, 575 shares vested on 04/18/2004 and the remaining 1,375 shares vest on 04/18/2005.
- (3) Of the 140 shares subject to this stock option, 16 shares vested on 12/31/2004. The remaining 124 shares subject to this stock option vest in accordance with the following schedule: (i) 15 shares vest on 03/31/2005; (ii) 16 shares vest on 06/30/2005; (iii) 15 shares vest on 09/30/2005; (iv) 16 shares vest on 12/31/2005; (v) 16 shares vest on 03/31/2006; (vi) 15 shares vest on 06/30/2006; (vii) 15 shares vest on 09/30/2006; and (viii) 16 shares vest on 12/31/2006.
- (4) Of the 7,650 shares subject to this stock option, 850 shares vested on 02/08/2004 and the remaining 6,800 shares vest in four equal annual installments beginning on 02/08/2005.

Â

### 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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