

SAYLOR MICHAEL J  
Form 4  
November 02, 2006

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
SAYLOR MICHAEL J

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman, President and CEO

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
10/31/2006

C/O MICROSTRATEGY INCORPORATED, 1861 INTERNATIONAL DRIVE

(Street)

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

MCLEAN, VA 22102

(City) (State) (Zip)

**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	10/31/2006		C		58,883	A	<u>(1)</u>	58,883	I	Shares Owned by LLC <u>(2)</u>
Class A Common Stock	10/31/2006		S		700	D	\$ 119	58,183 <u>(3)</u>	I	Shares Owned by LLC
Class A Common Stock	10/31/2006		S		500	D	\$ 119.01	57,683	I	Shares Owned by LLC
Class A Common Stock	10/31/2006		S		100	D	\$	57,583	I	Shares

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Common Stock					119.02			Owned by LLC
Class A Common Stock	10/31/2006	S	561	D	\$ 119.03	57,022	I	Shares Owned by LLC
Class A Common Stock	10/31/2006	S	616	D	\$ 119.04	56,406	I	Shares Owned by LLC
Class A Common Stock	10/31/2006	S	1,000	D	\$ 119.05	55,406	I	Shares Owned by LLC
Class A Common Stock	10/31/2006	S	700	D	\$ 119.06	54,706	I	Shares Owned by LLC
Class A Common Stock	10/31/2006	S	377	D	\$ 119.07	54,329	I	Shares Owned by LLC
Class A Common Stock	10/31/2006	S	1,500	D	\$ 119.08	52,829	I	Shares Owned by LLC
Class A Common Stock	10/31/2006	S	1,046	D	\$ 119.09	51,783	I	Shares Owned by LLC
Class A Common Stock	10/31/2006	S	600	D	\$ 119.1	51,183	I	Shares Owned by LLC
Class A Common Stock	10/31/2006	S	2,200	D	\$ 119.11	48,983	I	Shares Owned by LLC
Class A Common Stock	10/31/2006	S	300	D	\$ 119.12	48,683	I	Shares Owned by LLC
Class A Common Stock	10/31/2006	S	1,300	D	\$ 119.13	47,383	I	Shares Owned by LLC
Class A Common Stock	10/31/2006	S	69	D	\$ 119.14	47,314	I	Shares Owned by LLC
Class A Common Stock	10/31/2006	S	1,343	D	\$ 119.15	45,971	I	Shares Owned by LLC
Class A Common Stock	10/31/2006	S	1,531	D	\$ 119.16	44,440	I	Shares Owned by LLC

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Class A Common Stock	10/31/2006	S	1,017	D	\$ 119.17	43,423	I	Shares Owned by LLC
Class A Common Stock	10/31/2006	S	500	D	\$ 119.18	42,923	I	Shares Owned by LLC
Class A Common Stock	10/31/2006	S	609	D	\$ 119.19	42,314	I	Shares Owned by LLC
Class A Common Stock	10/31/2006	S	1,000	D	\$ 119.2	41,314	I	Shares Owned by LLC
Class A Common Stock	10/31/2006	S	278	D	\$ 119.21	41,036	I	Shares Owned by LLC
Class A Common Stock	10/31/2006	S	722	D	\$ 119.22	40,314	I	Shares Owned by LLC
Class A Common Stock	10/31/2006	S	701	D	\$ 119.25	39,613	I	Shares Owned by LLC
Class A Common Stock	10/31/2006	S	131	D	\$ 119.26	39,482	I	Shares Owned by LLC
Class A Common Stock	10/31/2006	S	400	D	\$ 119.27	39,082	I	Shares Owned by LLC
Class A Common Stock	10/31/2006	S	400	D	\$ 119.29	38,682	I	Shares Owned by LLC
Class A Common Stock	10/31/2006	S	1,286	D	\$ 119.3	37,396	I	Shares Owned by LLC
Class A Common Stock	10/31/2006	S	100	D	\$ 119.31	37,296	I	Shares Owned by LLC

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

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)



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**Remarks:**

This is the first Form 4 of four Form 4 filings made by the reporting person to report transactions that occurred on October 31,

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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