MICROSTRATEGY INC Form SC 13G/A February 14, 2002

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

> > SCHEDULE 13G (Rule 13d-102)

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

MicroStrategy Incorporated

(Name of Issuer)

Common Stock - Class A (Title of Class of Securities)

594972101

(CUSIP Number)

December 31, 2001

Date of Event Which Requires Filing of the 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 disclosures provided in a prior cover page.

The information required on 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).

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NAME OF REPORTING PERSON

1 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

	Name Citadel	Limited Partnership	
2	CHECK THE AP	PROPRIATE BOX IF A MEMBER OF A GROUP*	(a) [X] (b) [_]
3	SEC USE ONLY		
4		OR PLACE OF ORGANIZATION	
	NUMBER OF	SOLE VOTING POWER 5 0	
BI	SHARES ENEFICIALLY OWNED BY	SHARED VOTING POWER	
I	EACH REPORTING PERSON WITH	<pre>1,192,260 shares of Class A Common S 1,590 shares of Series B Convertible (convertible into 567,001 shares o Stock)/1//2/ 1,590 shares of Series C Convertible (convertible into 0 shares of Class Stock)/1//2/ 1,451.1 shares of Series D Convertib (convertible into 2,902,200 shares Stock)/1//2/</pre>	Preferred Stock f Class A Common Preferred Stock s A Common le Preferred Stock
		SOLE DISPOSITIVE POWER 7 0	
		SHARED DISPOSITIVE POWER 8 See Row 6 above.	
9	AGGREGATE AM	OUNT BENEFICIALLY OWNED BY EACH REPORTING PE	RSON
9	See Row 6 ab	ove.	
10	CHECK BOX IF	THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CE	RTAIN SHARES*/2/ [X]
	PERCENT OF C	LASS REPRESENTED BY AMOUNT IN ROW (9)	
11	shares of Cl 2001, plus t of the Serie	y 9.99% as of December 31, 2001./2/ (Based or ass A Common Stock issued and outstanding as he shares of Class A Common Stock issuable up s B, Series C and Series D Convertible Prefer in Row 6 above.)	of November 1, pon the conversion
10	TYPE OF REPO	RTING PERSON*	
12	PN; HC		

/1/ The Series B Convertible Preferred Stock and Series C Convertible Preferred Stock also accrue dividends at a rate of 12.5% per annum, payable in cash or

Class A Common Stock, at the discretion of the Issuer, on the first day of each calendar quarter. See Footnote 3 in Item 4.

/2/ Pursuant to the terms of the Series B Convertible Preferred Stock, Series C Convertible Preferred Stock, and Series D Convertible Preferred Stock, the Reporting Person can not be the "beneficial owner" of more than 9.99% of the Class A Common Stock within the meaning of Rule 13d-1 of the Securities Exchange Act of 1934.

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CUSI	P NO. 5949721	01	13G	Page 3 of 19 Pages
1 5	JAME OF REPOR S.S. OR I.R.S Jame GLB Parts	. IDEN	NTIFICATION NO. OF ABOVE PERSON	
2	CHECK THE APPI	ROPRI	ATE BOX IF A MEMBER OF A GROUP*	(a) [X] (b) [_]
3	SEC USE ONLY			
4 I	CITIZENSHIP O Delaware limi J.S.A.		CE OF ORGANIZATION	
	JMBER OF	5	SOLE VOTING POWER 0	
SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		6	<pre>SHARED VOTING POWER 1,192,260 shares of Class A Com 1,590 shares of Series B Conver (convertible into 567,001 sha Stock)/1//2/ 1,590 shares of Series C Conver (convertible into 0 shares of Stock)/1//2/ 1,451.1 shares of Series D Conv (convertible into 2,902,200 s Stock)/1//2/</pre>	ctible Preferred Stock ares of Class A Common ctible Preferred Stock E Class A Common vertible Preferred Stock
		7	SOLE DISPOSITIVE POWER	
		8	SHARED DISPOSITIVE POWER	

See Row	6 above.	
AGGREGATE AMOUNT BENEFICIALL	Y OWNED BY EACH REPORTI	NG PERSON
9 See Row 6 above.		
CHECK BOX IF THE AGGREGATE A	MOUNT IN ROW (9) EXCLUD	ES CERTAIN SHARES*/2/
.0		[X]
PERCENT OF CLASS REPRESENTED	BY AMOUNT IN ROW (9)	
Approximately 9.99% as of De shares of Class A Common Sto 2001, plus the shares of Cla of the Series B, Series C an referred to in Row 6 above.)	ck issued and outstandi ss A Common Stock issua	ng as of November 1, ble upon the conversio
TYPE OF REPORTING PERSON*		
.2 PN; HC		
alendar quarter. See Footnote 3 i 2/ Pursuant to the terms of the S convertible Preferred Stock, and S	eries B Convertible Pre eries D Convertible Pre	ferred Stock, the
Class A Common Stock, at the discr calendar quarter. See Footnote 3 i (2/ Pursuant to the terms of the S Convertible Preferred Stock, and S Reporting Person can not be the "b Class A Common Stock within the me act of 1934.	eries B Convertible Pre eries D Convertible Pre eneficial owner" of mor	ferred Stock, the e than 9.99% of the
alendar quarter. See Footnote 3 i 2/ Pursuant to the terms of the S onvertible Preferred Stock, and S eporting Person can not be the "b lass A Common Stock within the me oct of 1934.	eries B Convertible Pre eries D Convertible Pre eneficial owner" of mor aning of Rule 13d-1 of	ferred Stock, the e than 9.99% of the
alendar quarter. See Footnote 3 i 2/ Pursuant to the terms of the S onvertible Preferred Stock, and S eporting Person can not be the "b lass A Common Stock within the me ct of 1934. CUSIP NO. 594972101 	eries B Convertible Pre eries D Convertible Pre eneficial owner" of mor aning of Rule 13d-1 of Page 3 of 19 13G	ferred Stock, the e than 9.99% of the the Securities Exchang
alendar quarter. See Footnote 3 i 2/ Pursuant to the terms of the S onvertible Preferred Stock, and S eporting Person can not be the "b lass A Common Stock within the me ct of 1934. CUSIP NO. 594972101 NAME OF REPORTING PERSON	eries B Convertible Pre eries D Convertible Pre eneficial owner" of mor aning of Rule 13d-1 of Page 3 of 19 13G N NO. OF ABOVE PERSON p, L.L.C.	ferred Stock, the e than 9.99% of the the Securities Exchance Page 4 of 19 Pages
alendar quarter. See Footnote 3 i 2/ Pursuant to the terms of the S onvertible Preferred Stock, and S eporting Person can not be the "b lass A Common Stock within the me ct of 1934. CUSIP NO. 594972101 NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATIO Name Citadel Investment Grou CHECK THE APPROPRIATE BOX IF	eries B Convertible Pre eries D Convertible Pre eneficial owner" of mor aning of Rule 13d-1 of Page 3 of 19 13G N NO. OF ABOVE PERSON p, L.L.C.	ferred Stock, the e than 9.99% of the the Securities Exchance
alendar quarter. See Footnote 3 i 2/ Pursuant to the terms of the S onvertible Preferred Stock, and S eporting Person can not be the "b lass A Common Stock within the me ct of 1934. CUSIP NO. 594972101 	eries B Convertible Pre eries D Convertible Pre eneficial owner" of mor aning of Rule 13d-1 of Page 3 of 19 13G N NO. OF ABOVE PERSON p, L.L.C.	ferred Stock, the e than 9.99% of the the Securities Exchance Page 4 of 19 Pages
alendar quarter. See Footnote 3 i 2/ Pursuant to the terms of the S onvertible Preferred Stock, and S eporting Person can not be the "b lass A Common Stock within the me ct of 1934. CUSIP NO. 594972101 	eries B Convertible Pre eneficial owner" of mor aning of Rule 13d-1 of Page 3 of 19 13G N NO. OF ABOVE PERSON p, L.L.C. A MEMBER OF A GROUP*	ferred Stock, the e than 9.99% of the the Securities Exchang Page 4 of 19 Pages
Alendar quarter. See Footnote 3 i 2/ Pursuant to the terms of the S onvertible Preferred Stock, and S eporting Person can not be the "b lass A Common Stock within the me ct of 1934. CUSIP NO. 594972101 	eries B Convertible Pre eneficial owner" of mor aning of Rule 13d-1 of Page 3 of 19 13G N NO. OF ABOVE PERSON p, L.L.C. A MEMBER OF A GROUP*	<pre>ferred Stock, the e than 9.99% of the the Securities Exchance Page 4 of 19 Pages </pre>
CITIZENSHIP OR PLACE OF ORGA	eries B Convertible Pre eneficial owner" of mor aning of Rule 13d-1 of Page 3 of 19 13G N NO. OF ABOVE PERSON p, L.L.C. A MEMBER OF A GROUP* NIZATION ompany	ferred Stock, the e than 9.99% of the the Securities Exchange Page 4 of 19 Pages
alendar quarter. See Footnote 3 i 2/ Pursuant to the terms of the S onvertible Preferred Stock, and S eporting Person can not be the "b lass A Common Stock within the me ct of 1934. CUSIP NO. 594972101 	eries B Convertible Pre eneficial owner" of mor aning of Rule 13d-1 of Page 3 of 19 13G N NO. OF ABOVE PERSON p, L.L.C. A MEMBER OF A GROUP*	ferred Stock, the e than 9.99% of the the Securities Exchand Page 4 of 19 Pages

	NUMBER OF		0		
SHARES BENEFICIALLY OWNED BY 6 EACH REPORTING PERSON WITH		6	SHARED VOTING POWER		
		U	 1,192,260 shares of Class A Common Stock 1,590 shares of Series B Convertible Preferred (convertible into 567,001 shares of Class A Stock)/1//2/ 1,590 shares of Series C Convertible Preferred (convertible into 0 shares of Class A Common Stock)/1//2/ 1,451.1 shares of Series D Convertible Prefers (convertible into 2,902,200 shares of Class Stock)/1//2/ 	Common d Stock n red Stock	
		7	SOLE DISPOSITIVE POWER 0		
		8	SHARED DISPOSITIVE POWER See Row 6 above.		
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON See Row 6 above.				
10	CHECK BOX IF	THE A	GGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHAN	 RES*/2/	
			[X]		
11	PERCENT OF CI	LASS RI	EPRESENTED BY AMOUNT IN ROW (9)		
ΤŢ	Approximately 9.99% as of December 31, 2001./2/ (Based on 43,192,074 shares of Class A Common Stock issued and outstanding as of November 1, 2001, plus the shares of Class A Common Stock issuable upon the conversion of the Series B, Series C and Series D Convertible Preferred Stock referred to in Row 6 above.)			ber 1, onversion	
	TYPE OF REPOR	RTING 1	 PERSON*		
12	00; HC				

/1/ The Series B Convertible Preferred Stock and Series C Convertible Preferred Stock also accrue dividends at a rate of 12.5% per annum, payable in cash or Class A Common Stock, at the discretion of the Issuer, on the first day of each calendar quarter. See Footnote 3 in Item 4.

/2/ Pursuant to the terms of the Series B Convertible Preferred Stock, Series C Convertible Preferred Stock, and Series D Convertible Preferred Stock, the Reporting Person can not be the "beneficial owner" of more than 9.99% of the Class A Common Stock within the meaning of Rule 13d-1 of the Securities Exchange Act of 1934.

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	PORTING PERSON R.S. IDENTIFICATION NO. OF ABOVE PERSON
Name Kenne	ch Griffin
CHECK THE 2	APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [X] (b) [_]
SEC USE ON: 3	LY
CITIZENSHI 4 U.S. Citiz U.S.A.	P OR PLACE OF ORGANIZATION
NUMBER OF	SOLE VOTING POWER 5 0
SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	SHARED VOTING POWER 6 1,192,260 shares of Class A Common Stock 1,590 shares of Series B Convertible Preferred Stock (convertible into 567,001 shares of Class A Common Stock)/1//2/ 1,590 shares of Series C Convertible Preferred Stock (convertible into 0 shares of Class A Common Stock)/1//2/ 1,451.1 shares of Series D Convertible Preferred Stock (convertible into 2,902,200 shares of Class A Common Stock)/1//2/ SOLE DISPOSITIVE POWER 7 0 SHARED DISPOSITIVE POWER 8 See Row 6 above.
AGGREGATE 2 9 See Row 6 3	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
CHECK BOX 1	IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*/2/ [X]
1 Approximate shares of 2001, plus of the Ser	CLASS REPRESENTED BY AMOUNT IN ROW (9) ely 9.99% as of December 31, 2001./2/ (Based on 43,192,074 Class A Common Stock issued and outstanding as of November 1, the shares of Class A Common Stock issuable upon the conversion ies B, Series C and Series D Convertible Preferred Stock o in Row 6 above.)
TYPE OF RE	PORTING PERSON*

IN_____

/1/ The Series B Convertible Preferred Stock and Series C Convertible Preferred Stock also accrue dividends at a rate of 12.5% per annum, payable in cash or Class A Common Stock, at the discretion of the Issuer, on the first day of each calendar quarter. See Footnote 3 in Item 4.

/2/ Pursuant to the terms of the Series B Convertible Preferred Stock, Series C Convertible Preferred Stock, and Series D Convertible Preferred Stock, the Reporting Person can not be the "beneficial owner" of more than 9.99% of the Class A Common Stock within the meaning of Rule 13d-1 of the Securities Exchange Act of 1934.

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CUS	IP NO. 594972	101	13G	Page 6 of 19 Pages		
1	NAME OF REPO S.S. OR I.R.	-	PERSON NTIFICATION NO. OF ABOVE PERSON			
	Name Welling	ton Pa	rtners Limited Partnership			
2	CHECK THE AP	PROPRI	ATE BOX IF A MEMBER OF A GROUP*	(a) [X] (b) [_]		
3	SEC USE ONLY					
4	CITIZENSHIP OR PLACE OF ORGANIZATION					
-	Illinois lim U.S.A.	ited p	artnership			
			SOLE VOTING POWER			
	NUMBER OF SHARES	5	0			
	NEFICIALLY OWNED BY EACH EPORTING PERSON WITH	6	<pre>SHARED VOTING POWER 1,192,260 shares of Class A Commo 1,590 shares of Series B Convert: (convertible into 567,001 share Stock)/1//2/ 1,590 shares of Series C Convert: (convertible into 0 shares of 0 Stock)/1//2/ 1,451.1 shares of Series D Conve: (convertible into 2,902,200 sha Stock)/1//2/</pre>	ible Preferred Stock es of Class A Common ible Preferred Stock Class A Common rtible Preferred Stock		
		7	SOLE DISPOSITIVE POWER			

			0				
	-	8	SHARED DISPO	SITIVE POW	/ER		
		0	See Row 6 ak	pove.			
9	AGGREGATE AMOU	JNT BEI	NEFICIALLY OW	NED BY EAC	CH REPORTING	PERSON	
	See Row 6 abov	/e.					
10	CHECK BOX IF 7	THE AGO	GREGATE AMOUN	IT IN ROW	(9) EXCLUDES	CERTAIN	SHARES*/2/
10							[X]
11	PERCENT OF CLA	ASS REP	PRESENTED BY	AMOUNT IN	ROW (9)		
± ±	Approximately shares of Class 2001, plus the of the Series referred to in	ss A Co e share B, Sei	ommon Stock i es of Class A ries C and Se	ssued and Common St	outstanding ock issuabl	as of No e upon th	ovember 1, ne conversion
12	TYPE OF REPORT	CING PH	ERSON*				
12	PN; HC						

/1/ The Series B Convertible Preferred Stock and Series C Convertible Preferred Stock also accrue dividends at a rate of 12.5% per annum, payable in cash or Class A Common Stock, at the discretion of the Issuer, on the first day of each calendar quarter. See Footnote 3 in Item 4.

/2/ Pursuant to the terms of the Series B Convertible Preferred Stock, Series C Convertible Preferred Stock, and Series D Convertible Preferred Stock, the Reporting Person can not be the "beneficial owner" of more than 9.99% of the Class A Common Stock within the meaning of Rule 13d-1 of the Securities Exchange Act of 1934.

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CU	SIP NO. 594972101 13G	Page 7 of 19 Pages
1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	
	Name Wingate Capital Ltd.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	(a) [X] (b) [_]
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	

	Cayman Islan	ds com	pany	
	NUMBER OF	5	SOLE VOTING POWER	
SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		6	<pre>SHARED VOTING POWER 1,192,260 shares of Class A Common Stock 1,590 shares of Series B Convertible Preferred Stock (convertible into 567,001 shares of Class A Common Stock)/1//2/ 1,590 shares of Series C Convertible Preferred Stock (convertible into 0 shares of Class A Common Stock)/1//2/ 1,451.1 shares of Series D Convertible Preferred Stock (convertible into 2,902,200 shares of Class A Common Stock)/1//2/</pre>	
			SUE DISPOSITIVE POWER	
		8	SHARED DISPOSITIVE POWER See Row 6 above.	
9	AGGREGATE AM See Row 6 ab		ENEFICIALLY OWNED BY EACH REPORTING PERSON	
10	CHECK BOX IF	THE A	GGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*/2/ [X]	
	PERCENT OF C	LASS R	EPRESENTED BY AMOUNT IN ROW (9)	
11	Approximately 9.99% as of December 31, 2001./2/ (Based on 43,192,074 shares of Class A Common Stock issued and outstanding as of November 1, 2001, plus the shares of Class A Common Stock issuable upon the conversion of the Series B, Series C and Series D Convertible Preferred Stock referred to in Row 6 above.)			
 12	TYPE OF REPC	RTING	PERSON*	

/1/ The Series B Convertible Preferred Stock and Series C Convertible Preferred Stock also accrue dividends at a rate of 12.5% per annum, payable in cash or Class A Common Stock, at the discretion of the Issuer, on the first day of each calendar quarter. See Footnote 3 in Item 4.

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		136	
	.S. IDEN	PERSON NTIFICATION NO. OF ABOVE PERSON Dbal Strategies Fund, Ltd.	
		ATE BOX IF A MEMBER OF A GROUP*	
2			(a) [X] (b) [_]
SEC USE ONLY	ζ		
4		CE OF ORGANIZATION	
Bermuda comp	oany 		
	5	SOLE VOTING POWER	
NUMBER OF	5	0	
SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6 7 8	<pre>SHARED VOTING POWER 1,192,260 shares of Class A Comm 1,590 shares of Series B Convert (convertible into 567,001 shar Stock)/1//2/ 1,590 shares of Series C Convert (convertible into 0 shares of Stock)/1//2/ 1,451.1 shares of Series D Conver (convertible into 2,902,200 sh Stock)/1//2/ SOLE DISPOSITIVE POWER 0 SHARED DISPOSITIVE POWER See Row 6 above.</pre>	tible Preferred Stock tes of Class A Common tible Preferred Stock Class A Common ertible Preferred Stock
	AOUNT RE	 ENEFICIALLY OWNED BY EACH REPORTIN	
9		TUDI ICIADDI UNINGU DI EACH KEPUKIIN	NO EEROON
See Row 6 ak			
CHECK BOX II 10	THE AC	GGREGATE AMOUNT IN ROW (9) EXCLUDE	ES CERTAIN SHARES*/2/
			[X]
11 Approximate	Ly 9.998 Lass A (EPRESENTED BY AMOUNT IN ROW (9) & as of December 31, 2001./2/ (Bas Common Stock issued and outstandir res of Class A Common Stock issuak	ng as of November 1,

of the Series B, Series C and Series D Convertible Preferred Stock referred to in Row 6 above.)

1.0	TYPE OF REPORTING PERSON*
ΙZ	CO; HC

/1/ The Series B Convertible Preferred Stock and Series C Convertible Preferred Stock also accrue dividends at a rate of 12.5% per annum, payable in cash or Class A Common Stock, at the discretion of the Issuer, on the first day of each calendar quarter. See Footnote 3 in Item 4.

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CUS	IP NO. 5949723	.01	13G	Page 9 of 19 Pages	
1	NAME OF REPOR	RTING	PERSON NTIFICATION NO. OF ABOVE PERSON		
	Name Fisher (Capita	l Ltd.		
2			ATE BOX IF A MEMBER OF A GROUP*	(a) [X] (b) [_]	
SEC USE ONLY 3					
4	CITIZENSHIP (DR PLACE OF ORGANIZATION			
	Cayman Island	ls com	ipany 		
		5	SOLE VOTING POWER		
	NUMBER OF	0			
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		6	<pre>SHARED VOTING POWER 1,192,260 shares of Class A Comm 1,590 shares of Series B Convert (convertible into 567,001 shar Stock)/1//2/ 1,590 shares of Series C Convert (convertible into 0 shares of Stock)/1//2/ 1,451.1 shares of Series D Conve (convertible into 2,902,200 sh Stock)/1//2/</pre>	ible Preferred Stock es of Class A Common ible Preferred Stock Class A Common rtible Preferred Stock	

		7	SOLE DISPOSITIVE POWER	
		/	0	
		8	SHARED DISPOSITIVE POWER	
		0	See Row 6 above.	
9	AGGREGATE AMO	UNT BE	NEFICIALLY OWNED BY EACH REPORTING PERSON	
	See Row 6 abo	ve.		
10	CHECK BOX IF	THE AG	GREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN	SHARES*/2/
10				[X]
11	PERCENT OF CL	ASS RE	PRESENTED BY AMOUNT IN ROW (9)	
± ±	shares of Cla 2001, plus th	ss A C e shar B, Se	as of December 31, 2001./2/ (Based on 43,1 ommon Stock issued and outstanding as of No es of Class A Common Stock issuable upon the ries C and Series D Convertible Preferred S 6 above.)	ovember 1, ne conversion
12	TYPE OF REPOR	TING P	ERSON*	
12	со			
Stock Class	also accrue d A Common Stoc	ividen k, at	ble Preferred Stock and Series C Convertibl ds at a rate of 12.5% per annum, payable ir the discretion of the Issuer, on the first tnote 3 in Item 4.	n cash or

/2/ Pursuant to the terms of the Series B Convertible Preferred Stock, Series C Convertible Preferred Stock, and Series D Convertible Preferred Stock, the Reporting Person can not be the "beneficial owner" of more than 9.99% of the Class A Common Stock within the meaning of Rule 13d-1 of the Securities Exchange Act of 1934.

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CUS	SIP NO. 594972101 13G	Page 10 of 19 Pages
1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PEF Name Citadel Trading Group, L.L.C.	.Son
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GRO	OUP* (a) [X] (b) [_]
3	SEC USE ONLY	
	CITIZENSHIP OR PLACE OF ORGANIZATION	

Delaware limited liability company U.S.A.

4

NUMBER OF		5	SOLE VOTING POWER		
			0		
BE	SHARES NEFICIALLY OWNED BY	6	SHARED VOTING POWER		
EACH REPORTING PERSON WITH			 1,192,260 shares of Class A Common Stock 1,590 shares of Series B Convertible Preferred Stoc (convertible into 567,001 shares of Class A Comm Stock)/1//2/ 1,590 shares of Series C Convertible Preferred Stoc (convertible into 0 shares of Class A Common Stock)/1//2/ 1,451.1 shares of Series D Convertible Preferred Stoc (convertible into 2,902,200 shares of Class A Common Stock)/1//2/ 		
		7	SOLE DISPOSITIVE POWER 0		
		8	SHARED DISPOSITIVE POWER		
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON See Row 6 above.				
	CHECK BOX IF	THE A	GGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*/		
10			[X]		
	PERCENT OF C	LASS R	EPRESENTED BY AMOUNT IN ROW (9)		
	Approximately 9.99% as of December 31, 2001./2/ (Based on 43,192,074 shares of Class A Common Stock issued and outstanding as of November 1, 2001, plus the shares of Class A Common Stock issuable upon the conversion of the Series B, Series C and Series D Convertible Preferred Stock referred to in Row 6 above.)				
	TYPE OF REPO	RTING	PERSON*		
12	00				

/1/ The Series B Convertible Preferred Stock and Series C Convertible Preferred Stock also accrue dividends at a rate of 12.5% per annum, payable in cash or Class A Common Stock, at the discretion of the Issuer, on the first day of each calendar quarter. See Footnote 3 in Item 4.

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_____ _____ 13G CUSIP NO. 594972101 Page 11 of 19 Pages _____ _____ _____ _____ NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON 1 Name Aragon Investments, Ltd. _____ CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* 2 (a) [X] (b) [_] _____ SEC USE ONLY 3 _____ CITIZENSHIP OR PLACE OF ORGANIZATION 4 Bermuda company _____ SOLE VOTING POWER 5 NUMBER OF 0 SHARES _____ BENEFICIALLY SHARED VOTING POWER OWNED BY 6 EACH 1,192,260 shares of Class A Common Stock REPORTING 1,590 shares of Series B Convertible Preferred Stock PERSON (convertible into 567,001 shares of Class A Common WITH Stock)/1//2/ 1,590 shares of Series C Convertible Preferred Stock (convertible into 0 shares of Class A Common Stock) /1//2/ 1,451.1 shares of Series D Convertible Preferred Stock (convertible into 2,902,200 shares of Class A Common Stock) /1//2/ _____ SOLE DISPOSITIVE POWER 7 0 _____ SHARED DISPOSITIVE POWER 8 See Row 6 above. _____ _____ AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9 See Row 6 above. _____ CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*/2/ 10 [X] _____ ____ PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 11 Approximately 9.99% as of December 31, 2001./2/ (Based on 43,192,074 shares of Class A Common Stock issued and outstanding as of November 1, 2001, plus the shares of Class A Common Stock issuable upon the conversion of the Series B, Series C and Series D Convertible Preferred Stock

	referred to in Row 6 above.)				
12	TYPE OF REPORTING PERSON*				
12	со				

/1/ The Series B Convertible Preferred Stock and Series C Convertible Preferred Stock also accrue dividends at a rate of 12.5% per annum, payable in cash or Class A Common Stock, at the discretion of the Issuer, on the first day of each calendar quarter. See Footnote 3 in Item 4.

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Item 1(a)	Name of Issuer:	MICROSTRATEGY	INCORPORATED
1(b)	Address of Issu	er's Principal Exec	utive Offices:
		8000 Towers Cr Vienna, Virgin	
Item 2(b)	Name of Person Address of Prin Citizenship	Filing cipal Business Offi	ce
		Citadel Limite 225 W. Washing 9th Floor Chicago, Illin Illinois limit	ton
		GLB Partners, 225 W. Washing 9th Floor Chicago, Illin Delaware limit	ton
		225 W. Washing 9th Floor Chicago, Illin	
		Kenneth Griffi 225 W. Washing 9th Floor Chicago, Illin U.S. Citizen	ton
		Wellington Par	tners Limited Partnership

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. 594972101 13G Page 13 of 19 Pages ------_____ Wingate Capital Ltd. c/o Citadel Investment Group, L.L.C. 225 W. Washington 9th Floor Chicago, Illinois 60606 Cayman Islands company 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 2(d) Title of Class of Securities: Class A Common Stock, par value \$0.001 per share 2(e) CUSIP Number: 594972101. Item 3 If this statement is filed pursuant to Rules 13d-1(b), or

13d-2(b) or (c), check whether the person filing is a:

(a) [__] Broker or dealer registered under Section 15 of the Exchange Act;
(b) [__] Bank as defined in Section 3(a)(6) of the

Bank as defined in Section 3(a)(6) of the Exchange Act;

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	(c)	[]		any as defined in Section e Exchange Act;
	(d)	[]		pany registered under Section tment Company Act;
	(e)	[]	An investment a Rule 13d-1(b)(3	adviser in accordance with l)(ii)(E);
	(f)	[]		nefit plan or endowment fund with Rule 13d-1(b)(1)(ii)(F);
	(g)	[]		ng company or control person with Rule 13d-1(b)(ii)(G);
	(h)	[]	-	ciation as defined in Section deral Deposit Insurance Act;
	(i)	[]	definition of a	that is excluded from the an investment company under 4) of the Investment Company
	(j)	[]	Group, in accos 13d-1(b)(1)(ii)	rdance with Rule)(J).
box. [X]	If this s	tatement i	s filed pursuant	t to Rule 13d-1(c), check this
Item 4	Ownership	:		
CITADEL LIMITE GLB PARTNERS, CITADEL INVEST KENNETH GRIFFI WELLINGTON PAR WINGATE CAPITA KENSINGTON GLC FISHER CAPITAL CITADEL TRADIN ARAGON INVESTM	L.P. MENT GROUP, N TNERS LIMIT L LTD. DBAL STRATEG LTD. IG GROUP, L.	L.L.C. ED PARTNEF IES FUND,		
(a)	Amount be	neficially	owned:	

1,192,260 shares of Class A Common Stock

1,590 shares of Series B Convertible Preferred Stock (convertible into 567,000 shares of Class A Common Stock)/1//2/ $\,$

1,590 shares of Series C Convertible Preferred Stock (convertible into 0 shares of Class A Common Stock)/1//2/ $\,$

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1,451.1 shares of Series D Convertible Preferred Stock (convertible into 2,902,200 shares of Class A Common Stock)/1/2/

(b) Percent of Class:

Approximately 9.99% as of December 31, 2001./2/ (Based on 43,192,074 shares of Class A Common Stock issued and outstanding as of November 1, 2001, plus the shares of Class A Common Stock issuable upon the conversion of the Series B, Series C and Series D Convertible Preferred Stock referred to above.)

/1/The Series B Convertible Preferred Stock and Series C Convertible Preferred Stock also accrue dividends at a rate of 12.5% per annum, payable in cash or Class A Common Stock, at the discretion of the Issuer, on the first day of each calendar quarter. See Footnote 3 in Item 4.

/2/Pursuant to the terms of the Series B Convertible Preferred Stock, Series C Convertible Preferred Stock, and Series D Convertible Preferred Stock, the Reporting Persons can not be the "beneficial owners" of more than 9.99% of the Class A Common Stock within the meaning of Rule 13d-1 of the Securities Exchange Act of 1934.

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote:

0

(ii) shared power to vote or to direct the vote:See item (a) above.

(iii) sole power to dispose or to direct the disposition of:

0

(iv) shared power to dispose or to direct the disposition of:

See item (a) above.

/3/The securities reported herein include securities that the Reporting Persons may acquire in the future through the conversion of (i) 1,590 shares of the Series B Convertible Preferred Stock (the "Series B Preferred Shares"), which may be converted by the Reporting Persons at any time prior to June 14, 2004 (the "Series B Maturity Date"), into shares of the Company's Class A Common Stock (the "Common Stock") at the conversion price of \$12.50 (subject to adjustment to prevent dilution), (ii) 1,590 shares of the Series C Convertible

Preferred Stock (the "Series C Preferred Shares"), which may be converted by the Reporting Persons at any time prior to June 14, 2004 (the "Series C Maturity Date"), into shares of Common Stock at the conversion price of \$17.50 (subject to adjustment to prevent dilution) and (iii) 1,451.1 shares of the Series D Convertible Preferred Stock (the "Series D Preferred Shares" and together with the Series B Preferred Shares and Series C Preferred Shares, the "Preferred Shares") which may

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be converted by the Reporting Persons at any time prior to and including June 14, 2004, into shares of Common Stock at the conversion price of \$5.00.

On the Series B Maturity Date and Series C Maturity Date, the Company shall either redeem the outstanding Series B Preferred Shares and Series C Preferred Shares, or convert the Series B Preferred Shares and Series C Preferred Shares into shares of Common Stock at a conversion price equal to 95% of the Common Stock's average "weighted average price" (as reported by Bloomberg) for the 30 trading days immediately preceding the Series B Maturity Date and Series C Maturity Date, respectively. As a result, as the weighted average price of the Common Stock fluctuates, the number of shares of Common Stock which holders of the Series B Preferred Shares and Series C Preferred Shares may be deemed to beneficially own at the Series B Maturity Date and Series C Maturity Date may change without any action taken by the holders of the Preferred Shares.

The Series B Preferred Shares and Series C Preferred Shares accrue dividends at the rate of 12.5% per annum from June 14, 2001, payable in cash or Common Stock at the option of the Company (with certain exceptions) on the first day of each calendar quarter. If the Company meets the necessary requirements and elects to pay dividends in shares of Common Stock, the conversion price for such dividends would be equal to 95% of the arithmetic average of the weighted average prices of the Common Stock on its principal market during the five (5) consecutive trading days immediately preceding the dividend date. As of December 31, 2001, the Series B Preferred Shares and Series C Preferred Shares had combined accrued dividends of approximately \$1,001,918.

Pursuant to the terms of the Preferred Shares, the Reporting Persons cannot be "beneficial owners" of more than 9.99% of the Common Stock within the meaning of Rule 13d-1 of the Securities Exchange Act of 1934.

Item 5	Ownership of Five Percent or Less of a Class: Not Applicable.
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: See Item 2 above.
Item 8	Identification and Classification of Members of the Group: Not Applicable.
Item 9	Notice of Dissolution of Group:

Not Applicable.

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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.

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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.

13G

Dated this 13th day of February, 2002

/s/ Kenneth Griffin ------Kenneth Griffin

CITADEL INVESTMENT GROUP, L.L.C.

CITADEL LIMITED PARTNERSHIP

- By: GLB Partners, L.P., its General Partner
- By: Citadel Investment Group, L.L.C., its General Partner
- By: /s/ Kenneth Griffin Kenneth Griffin, President

GLB PARTNERS, L.P.

- By: Citadel Investment Group, L.L.C., its General Partner
- By: /s/ Kenneth Griffin ----- I Kenneth Griffin, President

By: /s/ Kenneth Griffin Kenneth Griffin, President

WINGATE CAPITAL LTD.

- By: Citadel Limited Partnership, its Trading Manager
- By: GLB Partners, L.P., its General Partner
- By: Citadel Investment Group, L.L.C., its General Partner
- By: /s/ Kenneth Griffin

Kenneth Griffin, President

WELLINGTON PARTNERS LIMITED PARTNERSHIP		FISHER CAPITAL LTD.	
Ву:	Citadel Limited Partnership, its General Partner	Ву:	Citadel Limited Partnership, its Trading Manager
Ву:	GLB Partners, L.P., its General Partner	Ву:	GLB Partners, L.P., its General Partner
Ву:	Citadel Investment Group, L.L.C., its General Partner	Ву:	Citadel Investment Group, L.L.C., its General Partner
Ву:	/s/ Kenneth Griffin	Ву:	/s/ Kenneth Griffin
	Kenneth Griffin, President		Kenneth Griffin, President

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CITADEL TRADING GROUP, L.L.C.

- By: Citadel Limited Partnership, its Managing Member
- By: GLB Partners, L.P., its General Partner
- By: Citadel Investment Group, L.L.C., By: its General Partner

KENSINGTON GLOBAL STRATEGIES FUND, LTD.

- By: Citadel Limited Partnership, its Trading Manager
- By: GLB Partners, L.P., its General Partner
- By: Citadel Investment Group, L.L.C., its General Partner
- By: /s/ Kenneth Griffin Kenneth Griffin, President

ARAGON INVESTMENTS, LTD.

- By: Citadel Limited Partnership, its Trading Manager
- By: GLB Partners, L.P., its General Partner
 - y: Citadel Investment Group, L.L.C., its General Partner

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By: /s/ Kenneth Griffin ______Kenneth Griffin, President

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