

Locke Arthur S III  
 Form 3  
 January 11, 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 *                 |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol                         |  |
| Â Locke Arthur S III                                      |         | (Month/Day/Year)                     | MICROSTRATEGY INC [MSTR]   |  |
| (Last)  | (First) | (Middle)                             | 01/01/2005   |  |
| C/O MICROSTRATEGY INCORPORATED,Â 1861 INTERNATIONAL DRIVE |         |                                      | 4. Relationship of Reporting Person(s) to Issuer                           | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
| (Street)  |         |                                      | (Check all applicable)   |  |
| MCLEAN,Â VAÂ 22102  |         |                                      | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner       | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
| (City)  | (State) | (Zip)                                | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|   |         |                                      | (give title below) (specify below)   | <input type="checkbox"/> Form filed by More than One Reporting Person  |
|   |         |                                      | VP, Finance and CFO  |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(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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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|--|--|--|--|
|   | Date Exercisable      Expiration Date                       | Title      Amount or Number of   |  |  |  |

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

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                       |       |
|--|---------------|-----------|-----------------------|-------|
|  | Director      | 10% Owner | Officer               | Other |
| Locke Arthur S III<br>C/O MICROSTRATEGY INCORPORATED<br>1861 INTERNATIONAL DRIVE<br>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:

Exhibit List:

Exhibit 24 - Power of 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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