

MICROSTRATEGY INC

Form 4

February 28, 2003

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

OMB APPROVAL

☐ 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**

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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

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|                                                                                                   |                                      |                                                    |                                                                                                                                                                                                                |                                                                 |                                                                                             |                                                          |                                                                                                                                                   |                                                |  |
|---------------------------------------------------------------------------------------------------|--------------------------------------|----------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------|---------------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------|--|
| 1. Name and Address of Reporting Person*                                                          |                                      |                                                    | 2. Issuer Name and Ticker or Trading Symbol<br><b>MicroStrategy Incorporated (MSTR)</b>                                                                                                                        |                                                                 |                                                                                             |                                                          | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable)                                                                           |                                                |  |
| (Last) (First) (Middle)<br><br><b>c/o MicroStrategy Incorporated<br/>1861 International Drive</b> |                                      |                                                    | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)                                                                                                                                  |                                                                 | 4. Statement for Month/Day/Year<br><b>February 27, 2003</b>                                 |                                                          | <input checked="" type="checkbox"/> Director —<br>10% Owner —<br><input type="checkbox"/> Officer (give title below) —<br>Other (specify below) — |                                                |  |
| (Street)<br><br><b>McLean, VA 22102</b>                                                           |                                      |                                                    |                                                                                                                                                                                                                |                                                                 |                                                                                             |                                                          |                                                                                                                                                   |                                                |  |
| (City) (State) (Zip)                                                                              |                                      |                                                    | 7. Individual or Joint/Group Filing (Check Applicable Line)<br><input type="checkbox"/> Form filed by One Reporting Person<br><input checked="" type="checkbox"/> Form filed by More than One Reporting Person |                                                                 |                                                                                             |                                                          |                                                                                                                                                   |                                                |  |
| <b>Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>             |                                      |                                                    |                                                                                                                                                                                                                |                                                                 |                                                                                             |                                                          |                                                                                                                                                   |                                                |  |
| 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 & 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 & 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4)                                                                                             |                                                |  |
| Class A Common Stock                                                                              | 2/27/03                              |                                                    | G V                                                                                                                                                                                                            | 190 D                                                           |                                                                                             |                                                          |                                                                                                                                                   |                                                |  |
| Class A Common Stock                                                                              | 2/27/03                              |                                                    | G V                                                                                                                                                                                                            | 142 D                                                           |                                                                                             |                                                          |                                                                                                                                                   |                                                |  |
| Class A Common Stock                                                                              | 2/27/03                              |                                                    | S                                                                                                                                                                                                              | 200 D                                                           | \$20.10                                                                                     | 0                                                        | I                                                                                                                                                 | Shares owned by LLC <sup>(1)</sup>             |  |
| Class A Common Stock                                                                              |                                      |                                                    |                                                                                                                                                                                                                |                                                                 |                                                                                             | 200                                                      | I                                                                                                                                                 | Shares held in fiduciary capacity for children |  |

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

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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**FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion or<br>Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/<br>Day/<br>Year) | 3A. Deemed<br>Execution<br>Date,<br>if any<br>(Month/<br>Day/<br>Year) | 4. Transaction<br>Code<br>(Instr. 8) |   | 5. Number of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br><br>(Instr. 3, 4 & 5) |     | 6. Date Exercisable<br>and Expiration<br>Date<br>(Month/Day/<br>Year) |                         | 7. Title and Amount<br>of Underlying<br>Securities<br>(Instr. 3 & 4) |                                        | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>Derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | 10. Ownership<br>Form<br>of Derivative<br>Security:<br>Direct<br>(D)<br>or<br>Indirect<br>(I)<br>(Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|-----------------------------------------------------|--------------------------------------------------------------------|----------------------------------------------------|------------------------------------------------------------------------|--------------------------------------|---|---------------------------------------------------------------------------------------------------------------|-----|-----------------------------------------------------------------------|-------------------------|----------------------------------------------------------------------|----------------------------------------|-----------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------|
|                                                     |                                                                    |                                                    |                                                                        |                                      |   |                                                                                                               |     |                                                                       |                         |                                                                      |                                        |                                                     |                                                                                                                            |                                                                                                             |                                                                    |
|                                                     |                                                                    |                                                    |                                                                        | Code                                 | V | (A)                                                                                                           | (D) | Date<br>Exer-cisable                                                  | Expira-<br>tion<br>Date | Title                                                                | Amount<br>or<br>Number<br>of<br>Shares |                                                     |                                                                                                                            |                                                                                                             |                                                                    |
| Director<br>Stock<br>Options<br>(right to<br>buy)   | \$20.69                                                            |                                                    |                                                                        |                                      |   |                                                                                                               |     | 2/8/04                                                                | 2/8/13                  | Class A<br>Common<br>Stock                                           | 3,400                                  |                                                     | 3,400                                                                                                                      | I                                                                                                           | Shares<br>owned by<br>LLC <sup>(1)</sup>                           |
| Director<br>Stock<br>Options<br>(right to<br>buy)   | \$20.69                                                            |                                                    |                                                                        |                                      |   |                                                                                                               |     | 2/8/05                                                                | 2/8/13                  | Class A<br>Common<br>Stock                                           | 3,400                                  |                                                     | 3,400                                                                                                                      | I                                                                                                           | Shares<br>owned by<br>LLC <sup>(1)</sup>                           |
| Director<br>Stock<br>Options<br>(right to<br>buy)   | \$20.69                                                            |                                                    |                                                                        |                                      |   |                                                                                                               |     | 2/8/06                                                                | 2/8/13                  | Class A<br>Common<br>Stock                                           | 3,400                                  |                                                     | 3,400                                                                                                                      | I                                                                                                           | Shares<br>owned by<br>LLC <sup>(1)</sup>                           |
| Director<br>Stock<br>Options<br>(right to<br>buy)   | \$20.69                                                            |                                                    |                                                                        |                                      |   |                                                                                                               |     | 2/8/07                                                                | 2/8/13                  | Class A<br>Common<br>Stock                                           | 3,400                                  |                                                     | 3,400                                                                                                                      | I                                                                                                           | Shares<br>owned by<br>LLC <sup>(1)</sup>                           |
| Director<br>Stock<br>Options<br>(right to<br>buy)   | \$20.69                                                            |                                                    |                                                                        |                                      |   |                                                                                                               |     | 2/8/08                                                                | 2/8/13                  | Class A<br>Common<br>Stock                                           | 3,400                                  |                                                     | 3,400                                                                                                                      | I                                                                                                           | Shares<br>owned by<br>LLC <sup>(1)</sup>                           |
| Director<br>Stock<br>Options<br>(right to<br>buy)   | \$32.50                                                            |                                                    |                                                                        |                                      |   |                                                                                                               |     | 7/17/01                                                               | 7/17/11                 | Class A<br>Common<br>Stock                                           | 3,000                                  |                                                     | 3,000                                                                                                                      | I                                                                                                           | Shares<br>owned by<br>LLC <sup>(1)</sup>                           |
| Director<br>Stock<br>Options<br>(right to<br>buy)   | \$90.625                                                           |                                                    |                                                                        |                                      |   |                                                                                                               |     | 2/23/01                                                               | 2/23/11                 | Class A<br>Common<br>Stock                                           | 2,000                                  |                                                     | 2,000                                                                                                                      | I                                                                                                           | Shares<br>owned by<br>LLC <sup>(1)</sup>                           |
| Director<br>Stock<br>Options<br>(right to<br>buy)   | \$385.63                                                           |                                                    |                                                                        |                                      |   |                                                                                                               |     | 6/19/05                                                               | 6/19/10                 | Class A<br>Common<br>Stock                                           | 1,000                                  |                                                     | 1,000                                                                                                                      | I                                                                                                           | Shares<br>owned by<br>LLC <sup>(1)</sup>                           |
| Director<br>Stock                                   | \$113.75                                                           |                                                    |                                                                        |                                      |   |                                                                                                               |     | 5/21/04                                                               | 5/21/09                 | Class A<br>Common                                                    | 1,000                                  |                                                     | 1,000                                                                                                                      | I                                                                                                           | Shares<br>owned by                                                 |

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| Options<br>(right to<br>buy)                      |         |  |  |  |  |  |         |         | Stock                      |       |  |       |   | LLC <sup>(1)</sup>                       |
|---------------------------------------------------|---------|--|--|--|--|--|---------|---------|----------------------------|-------|--|-------|---|------------------------------------------|
| Director<br>Stock<br>Options<br>(right to<br>buy) | \$60.00 |  |  |  |  |  | 6/4/03  | 6/4/08  | Class A<br>Common<br>Stock | 1,000 |  | 1,000 | I | Shares<br>owned by<br>LLC <sup>(1)</sup> |
| Director<br>Stock<br>Options<br>(right to<br>buy) | \$12.50 |  |  |  |  |  | 10/1/99 | 10/1/07 | Class A<br>Common<br>Stock | 1,800 |  | 1,800 | I | Shares<br>owned by<br>LLC <sup>(1)</sup> |
| Director<br>Stock<br>Options<br>(right to<br>buy) | \$12.50 |  |  |  |  |  | 10/1/00 | 10/1/07 | Class A<br>Common<br>Stock | 1,800 |  | 1,800 | I | Shares<br>owned by<br>LLC <sup>(1)</sup> |
| Director<br>Stock<br>Options<br>(right to<br>buy) | \$12.50 |  |  |  |  |  | 10/1/01 | 10/1/07 | Class A<br>Common<br>Stock | 1,800 |  | 1,800 | I | Shares<br>owned by<br>LLC <sup>(1)</sup> |
| Director<br>Stock<br>Options<br>(right to<br>buy) | \$12.50 |  |  |  |  |  | 10/1/02 | 10/1/07 | Class A<br>Common<br>Stock | 1,800 |  | 1,800 | I | Shares<br>owned by<br>LLC <sup>(1)</sup> |

Explanation of Responses:

(1) These shares are owned directly by Ciabatta LLC (the "LLC"). The shares are owned indirectly by Mr. Terkowitz as a managing member of the LLC.

By: /s/ **Ralph S. Terkowitz** **02/28/03**  
**Individually and as managing member of Ciabatta** Date  
**LLC**  
 \*\*Signature of Reporting Person

\*\*Intentional misstatements or omissions of facts constitute Federal Criminal Violations.  
 See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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