

MICROSTRATEGY INC
Form SC 13G/A
February 13, 2003

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

**SCHEDULE 13G/A
(Amendment No. 4)**

Under the Securities Exchange Act of 1934

MICROSTRATEGY INCORPORATED

(Name of Issuer)

Class A Common Stock

(Title of Class of Securities)

594972 40 8

(CUSIP Number)

December 31, 2002

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- | | |
|----------------------------------|---------------|
| <input type="radio"/> | Rule 13d-1(b) |
| <input type="radio"/> | Rule 13d-1(c) |
| <input checked="" type="radio"/> | 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 the disclosures provided in a prior cover page.

The information required in 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).

(Continued on following pages)

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CUSIP NO. 594972 40 8

1 NAMES OF REPORTING PERSONS.
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).

Michael J. Saylor

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)	<input type="radio"/>
(b)	<input checked="" type="radio"/>

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5	SOLE VOTING POWER
NUMBER OF	3,753,164 shares
SHARES	

6	SHARED VOTING POWER
BENEFICIALLY	
OWNED BY	
EACH	

7	SOLE DISPOSITIVE POWER
REPORTING	3,753,164 shares
PERSON	
WITH	

8	SHARED DISPOSITIVE POWER
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9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,753,164 shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
(SEE INSTRUCTIONS)

0

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

29.17%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

Item 1(a). Name of Issuer:
MicroStrategy Incorporated

Item 1(b). Address of Issuer's Principal Executive Offices:
1861 International Drive
McLean, VA 22102

Item 2(a). Name of Person Filing:
Michael J. Saylor

Item 2(b). Address of Principal Business Office:
1861 International Drive
McLean, VA 22102

Item 2(c). Citizenship:
United States

Item 2(d). Title of Class of Securities:
Class A Common Stock

Item 2(e). CUSIP Number:
594972 40 8

Item 3. If this statement is filed pursuant to (S)(S)240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- | | | |
|-----|-----------------------|---|
| (a) | <input type="radio"/> | Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o). |
| (b) | <input type="radio"/> | Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c). |
| (c) | <input type="radio"/> | Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c). |
| (d) | <input type="radio"/> | Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8). |
| (e) | <input type="radio"/> | An investment advisor in accordance with (S)240.13d-1(b)(1)(ii)(E); |
| (f) | <input type="radio"/> | An employee benefit plan or endowment fund in accordance with (S)240.13d-1(b)(1)(ii)(F); |
| (g) | <input type="radio"/> | A parent holding company or control person in accordance with (S)240.13d-1(b)(1)(ii)(G); |
| (h) | <input type="radio"/> | A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813); |

(i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);

(j) Group, in accordance with (S) 240.13d-1(b) (1) (ii) (J)

If this statement is filed pursuant to Rule 13d-1(e), check this box.

Item 4. Ownership:

(a) Amount Beneficially Owned: 3,753,164 shares

(b) Percent of Class: 29.17%

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

(i) sole power to vote or to direct the vote:
3,753,164 shares

(ii) shared power to vote or to direct the vote:

(iii) sole power to dispose or to direct the disposition of:
3,753,164 shares

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

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:

Not applicable

Item 8. Identification and Classification of Members of the Group:

See Exhibit 1.

Item 9. Notice of Dissolution of Group:

Not applicable

Item 10. Certification:

Not applicable

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 13, 2003

/s/ MICHAEL J. SAYLOR

Michael J. Saylor

Alcantara LLC

by: /s/ MICHAEL J. SAYLOR

Michael J. Saylor, Sole Member

The Constitution Foundation

by: /s/ MICHAEL J. SAYLOR

Michael J. Saylor, Trustee

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Exhibit 1

IDENTITY OF MEMBERS OF GROUP

Alcantara LLC, a Delaware limited liability company, is the holder of 12,882 shares of Class A Common Stock of MicroStrategy Incorporated (Class A Common Stock) and 3,709,022 shares of Class B Common Stock of MicroStrategy Incorporated (Class B Common Stock); and The Constitution Foundation is the holder of 31,260 shares of Class A Common Stock. Class B Common Stock is convertible at any time at the option of the holder into Class A Common Stock on a one-for-one basis. Michael J. Saylor is the sole member of Alcantara LLC and the sole trustee of The Constitution Foundation. Accordingly, Mr. Saylor is the beneficial owner of the foregoing shares of Class A Common Stock and Class B Common Stock held by each of the above named entities.

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