

CITADEL L P
Form SC 13G/A
February 14, 2003

SEC 1745 (02-02)	Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.
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**UNITED STATES
SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

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

OMB APPROVAL
OMB Number:
3235-0145

Expires: December
31, 2005
Estimated average
burden hours per
response. . 11

**Information Statement Pursuant to Rules 13d-1 and 13d-2
Under the Securities Exchange Act of 1934
(Amendment No. 3)***

MicroStrategy Incorporated

(Name of Issuer)

Common Stock - Class A

(Title of Class of Securities)

594972408

(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:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

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*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).

CUSIP No. 594972408

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1. **Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)**
Citadel Limited Partnership

2. **Check the Appropriate Box if a Member of a Group (See Instructions)**

(a) [X]

(b) []

3. **SEC Use Only**

4. **Citizenship or Place of Organization**
Illinois limited partnership U.S.A.

5. **Sole Voting Power**
0

**Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With**

6. **Shared Voting Power**
179,717 shares of Class A Common 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 if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)** []

11. **Percent of Class Represented by Amount in Row (9)**
Approximately 2.0% as of December 31, 2002. (Based on 8,876,972 shares of Class A Common Stock issued and outstanding as of November 1, 2002.)

12. **Type of Reporting Person (See Instructions)**
PN; HC

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1. **Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)**
GLB Partners, L.P.
2. **Check the Appropriate Box if a Member of a Group (See Instructions)**
(a) [X]
(b) []
3. **SEC Use Only**
4. **Citizenship or Place of Organization**
Delaware limited partnership U.S.A.
- | | | |
|--------------------------------------------------------------------------------------------------|----|----------------------------------------------------------------------|
| | 5. | Sole Voting Power
0 |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 6. | Shared Voting Power
179,717 shares of Class A Common 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 if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)** []
11. **Percent of Class Represented by Amount in Row (9)**
Approximately 2.0% as of December 31, 2002. (Based on 8,876,972 shares of Class A Common Stock issued and outstanding as of November 1, 2002.)
12. **Type of Reporting Person (See Instructions)**
PN; HC

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1. **Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)**
Citadel Investment Group, L.L.C.

2. **Check the Appropriate Box if a Member of a Group (See Instructions)**
 - (a) [X]
 - (b) []

3. **SEC Use Only**

4. **Citizenship or Place of Organization**
Delaware limited liability company U.S.A.

5. **Sole Voting Power**
0

6. **Shared Voting Power**
179,717 shares of Class A Common 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 if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)** []

11. **Percent of Class Represented by Amount in Row (9)**
Approximately 2.0% as of December 31, 2002. (Based on 8,876,972 shares of Class A Common Stock issued and outstanding as of November 1, 2002.)

12. **Type of Reporting Person (See Instructions)**
OO; HC

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

CUSIP No. 594972408

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1. **Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)**
Kenneth Griffin

2. **Check the Appropriate Box if a Member of a Group (See Instructions)**
 - (a) [X]
 - (b) []

3. **SEC Use Only**

4. **Citizenship or Place of Organization**
U.S. Citizen
U.S.A.

5. **Sole Voting Power**
0

6. **Shared Voting Power**
179,717 shares of Class A Common 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 if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)** []

11. **Percent of Class Represented by Amount in Row (9)**
Approximately 2.0% as of December 31, 2002. (Based on 8,876,972 shares of Class A Common Stock issued and outstanding as of November 1, 2002.)

12. **Type of Reporting Person (See Instructions)**
IN

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

CUSIP No. 594972408

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1. **Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)**
Citadel Wellington Partners L.P.

2. **Check the Appropriate Box if a Member of a Group (See Instructions)**
 - (a) [X]
 - (b) []

3. **SEC Use Only**

4. **Citizenship or Place of Organization**
Illinois limited partnership
U.S.A.

5. **Sole Voting Power**
0

6. **Shared Voting Power**
179,717 shares of Class A Common 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 if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)** []

11. **Percent of Class Represented by Amount in Row (9)**
Approximately 2.0% as of December 31, 2002. (Based on 8,876,972 shares of Class A Common Stock issued and outstanding as of November 1, 2002.)

12. **Type of Reporting Person (See Instructions)**
PN; HC

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

CUSIP No. 594972408

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1. **Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)**
Wingate Capital Ltd.
2. **Check the Appropriate Box if a Member of a Group (See Instructions)**
(a) [X]
(b) []
3. **SEC Use Only**
4. **Citizenship or Place of Organization**
Cayman Islands company
- | | | |
|--------------------------------------------------------------------------------------------------|----|----------------------------------------------------------------------|
| | 5. | Sole Voting Power
0 |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 6. | Shared Voting Power
179,717 shares of Class A Common 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 if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)** []
11. **Percent of Class Represented by Amount in Row (9)**
Approximately 2.0% as of December 31, 2002. (Based on 8,876,972 shares of Class A Common Stock issued and outstanding as of November 1, 2002.)
12. **Type of Reporting Person (See Instructions)**
CO

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1. **Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)**
Citadel Kensington Global Strategies Fund Ltd.
2. **Check the Appropriate Box if a Member of a Group (See Instructions)**
 (a) [X]
 (b) []
3. **SEC Use Only**
4. **Citizenship or Place of Organization**
Bermuda company
- | | | |
|--------------------------------------------------------------------------|----|----------------------------------------------------------------------|
| | 5. | Sole Voting Power
0 |
| Number of Shares Beneficially Owned by Each Reporting Person With | 6. | Shared Voting Power
179,717 shares of Class A Common 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 if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)** []
11. **Percent of Class Represented by Amount in Row (9)**
Approximately 2.0% as of December 31, 2002. (Based on 8,876,972 shares of Class A Common Stock issued and outstanding as of November 1, 2002.)
12. **Type of Reporting Person (See Instructions)**
CO; HC

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1. **Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)**
Fisher Capital Ltd.

2. **Check the Appropriate Box if a Member of a Group (See Instructions)**
 - (a) [X]
 - (b) []

3. **SEC Use Only**

4. **Citizenship or Place of Organization**
Cayman Islands company

5. **Sole Voting Power**
0

6. **Shared Voting Power**
179,717 shares of Class A Common 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 if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)** []

11. **Percent of Class Represented by Amount in Row (9)**
Approximately 2.0% as of December 31, 2002. (Based on 8,876,972 shares of Class A Common Stock issued and outstanding as of November 1, 2002.)

12. **Type of Reporting Person (See Instructions)**
CO

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

CUSIP No. 594972408

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1. **Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)**
Citadel Trading Group, L.L.C.
2. **Check the Appropriate Box if a Member of a Group (See Instructions)**
 (a) [X]
 (b) []
3. **SEC Use Only**
4. **Citizenship or Place of Organization**
Delaware limited liability company
U.S.A.
- | | | |
|--------------------------------------------------------------------------------------------------|----|-----------------------------------------------------------------------------------------|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 5. | Sole Voting Power
0 |
| | 6. | Shared Voting Power
179,717 shares of Class A Common 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 if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)** []
11. **Percent of Class Represented by Amount in Row (9)**
Approximately 2.0% as of December 31, 2002. (Based on 8,876,972 shares of Class A Common Stock issued and outstanding as of November 1, 2002.)
12. **Type of Reporting Person (See Instructions)**
OO

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1. **Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)**
Aragon Investments, Ltd.

2. **Check the Appropriate Box if a Member of a Group (See Instructions)**
 - (a) [X]
 - (b) []

3. **SEC Use Only**

4. **Citizenship or Place of Organization**
Bermuda company

5. **Sole Voting Power**
0

6. **Shared Voting Power**
179,717 shares of Class A Common 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 if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)** []

11. **Percent of Class Represented by Amount in Row (9)**
Approximately 2.0% as of December 31, 2002. (Based on 8,876,972 shares of Class A Common Stock issued and outstanding as of November 1, 2002.)

12. **Type of Reporting Person (See Instructions)**
CO

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

CUSIP No. 594972408

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Item 1.

- (a) **Name of Issuer**
MICROSTRATEGY INCORPORATED
- (b) **Address of Issuer's Principal Executive Offices**
1861 International Dr.
McLean, Virginia 22102

Item 2.

- (a) **Name of Person Filing**
- (b) **Address of Principal Business Office or, if none, Residence**

225 W. Washington

9th Floor

Chicago, Illinois 60606

Illinois limited partnership

GLB Partners, L.P.

225 W. Washington

9th Floor

Chicago, Illinois 60606

Delaware limited partnership

Citadel Investment Group, L.L.C.

225 W. Washington

9th Floor

Chicago, Illinois 60606

Delaware limited liability company
- (c) **Citizenship**
Citadel Limited Partnership

225 W. Washington

9th Floor

Chicago, Illinois 60606

Illinois limited partnership

GLB Partners, L.P.

225 W. Washington

9th Floor

Chicago, Illinois 60606

Delaware limited partnership

Citadel Investment Group, L.L.C.

225 W. Washington

9th Floor

Chicago, Illinois 60606

Delaware limited liability company

Kenneth Griffin

225 W. Washington

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9th Floor

Chicago, Illinois 60606

U.S. Citizen

Citadel Wellington Partners L.P.

c/o Citadel Investment Group, L.L.C.

225 W. Washington

9th Floor

Chicago, Illinois 60606

Illinois limited partnership

CUSIP No. 594972408

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Wingate Capital Ltd.

c/o Citadel Investment Group, L.L.C.

225 W. Washington

9th Floor

Chicago, Illinois 60606

Cayman Islands company

Citadel 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

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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

- (d) **Title of Class of Securities**
Class A Common Stock, par value \$0.001 per share
- (e) **CUSIP Number**
594972408

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- Item 3.** If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:
- | | | |
|-----|-----|-------------------------------------------------------------------------------------------------------------------------------------------------------------|
| (a) | [] | Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o). |
| (b) | [] | Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c). |
| (c) | [] | Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c). |
| (d) | [] | Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8). |
| (e) | [] | An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E); |
| (f) | [] | An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F); |
| (g) | [] | A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G); |
| (h) | [] | A savings associations 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 §240.13d-1(b)(1)(ii)(J). |

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

Item 4. Ownership

CITADEL LIMITED PARTNERSHIP

GLB PARTNERS, L.P.

CITADEL INVESTMENT GROUP, L.L.C.

KENNETH GRIFFIN

CITADEL WELLINGTON PARTNERS L.P.

WINGATE CAPITAL LTD.

CITADEL KENSINGTON GLOBAL STRATEGIES FUND LTD.

FISHER CAPITAL LTD.

CITADEL TRADING GROUP, L.L.C.

ARAGON INVESTMENTS, LTD.

CUSIP No. 594972408

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Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) **Amount beneficially owned:** 179,717 shares of Class A Common Stock
- (b) **Percent of class:** Approximately 2.0% as of December 31, 2002. (Based on 8,876,972 shares of Class A Common Stock issued and outstanding as of November 1, 2002.)
- (c) **Number of shares as to which the 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.

Item 5. Ownership of Five Percent or Less of a Class

If this Statement is being filed to report the fact that as of the date hereof the Reporting Persons have ceased to be the beneficial owner of more than five percent of the class of securities, check the following [X].

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 or Control Person

See Item 2 above.

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Item 8.

Identification and Classification of Members of the Group

Not Applicable.

Item 9.

Notice of Dissolution of Group

Not Applicable.

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.

* Adam C. Cooper is signing on behalf of Kenneth Griffin as attorney-in-fact pursuant to a power of attorney previously filed with the Securities and Exchange Commission on November 19, 2002, and hereby incorporated by reference herein. The power of attorney was filed as an attachment to a filing by Citadel Limited Partnership on Form 3 for Metals USA, Inc.

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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.

Dated this 13th day of February, 2003

KENNETH GRIFFIN

By: /s/ Adam C. Cooper
Adam C. Cooper, attorney-in-fact

CITADEL LIMITED PARTNERSHIP

By: GLB Partners, L.P.,
its General Partner

By: Citadel Investment Group, L.L.C.,
its General Partner

By: /s/ Adam C. Cooper
Adam C. Cooper, Senior Managing
Director and General Counsel

GLB PARTNERS, L.P.

By: Citadel Investment Group, L.L.C.,
its General Partner

By: /s/ Adam C. Cooper
Adam C. Cooper, Senior Managing
Director and General Counsel

CITADEL WELLINGTON PARTNERS L.P.

By: Citadel Limited Partnership,
its General Partner

By: GLB Partners, L.P.,
its General Partner

By: Citadel Investment Group, L.L.C.,
its General Partner

By: /s/ Adam C. Cooper
Adam C. Cooper, Senior Managing

CITADEL INVESTMENT GROUP, L.L.C.

By: /s/ Adam C. Cooper
Adam C. Cooper, Senior Managing
Director and General Counsel

WINGATE CAPITAL LTD.

By: Citadel Limited Partnership,
its Portfolio Manager

By: GLB Partners, L.P.,
its General Partner

By: Citadel Investment Group, L.L.C.,
its General Partner

By: /s/ Adam C. Cooper
Adam C. Cooper, Senior Managing
Director and General Counsel

FISHER CAPITAL LTD.

By: Citadel Limited Partnership,
its Portfolio Manager

By: GLB Partners, L.P.,
its General Partner

By: Citadel Investment Group, L.L.C.,
its General Partner

By: /s/ Adam C. Cooper
Adam C. Cooper, Senior Managing

Director and General Counsel

Director and General Counsel

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CUSIP No. 594972408

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CITADEL TRADING GROUP, L.L.C.

By: Citadel Limited Partnership,
its Manager

By: GLB Partners, L.P.,
its General Partner

By: Citadel Investment Group, L.L.C.,
its General Partner

By: /s/ Adam C. Cooper
Adam C. Cooper, Senior Managing
Director and General Counsel

ARAGON INVESTMENTS, LTD.

By: Citadel Limited Partnership,
its Portfolio Manager

By: GLB Partners, L.P.,
its General Partner

By: Citadel Investment Group, L.L.C.,
its General Partner

By: /s/ Adam C. Cooper
Adam C. Cooper, Senior Managing
Director and General Counsel

**CITADEL KENSINGTON GLOBAL
STRATEGIES FUND LTD.**

By: Citadel Limited Partnership,
its Portfolio Manager

By: GLB Partners, L.P.,
its General Partner

By: Citadel Investment Group, L.L.C.,
its General Partner

By: /s/ Adam C. Cooper
Adam C. Cooper, Senior Managing
Director and General Counsel