

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

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OMB APPROVAL

OMB Number 3235-0145  
Expires: October 31, 2002  
Estimated average burden  
hours per response . . . 14.90  
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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. 1)

Microstrategy, Inc.

-----  
(Name of Issuer)

Common Stock

-----  
(Title of Class of Securities)

594972101

-----  
(CUSIP Number)

December 31, 2001

-----  
(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).

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-----  
1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only).

John Hancock Financial Services, Inc.  
I.R.S. No. 04-3483032

-----  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b)

N/A

-----  
3 SEC USE ONLY

-----  
4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

-----  
Number of 5 SOLE VOTING POWER  
Shares -0-

-----  
Beneficially 6 SHARED VOTING POWER  
Owned by

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Each -0-

Reporting Person With 7 SOLE DISPOSITIVE POWER -0-

8 SHARED DISPOSITIVE POWER -0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
None, except through its indirect, wholly-owned subsidiary, John Hancock Advisers, LLC

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*  
N/A

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
See line 9, above.

12 TYPE OF REPORTING PERSON\*  
HC

\*SEE INSTRUCTIONS BEFORE FILLING OUT!  
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1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only).

John Hancock Life Insurance Company  
I.R.S. No. 04-1414660

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)   
N/A (b)

3 SEC USE ONLY

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4 CITIZENSHIP OR PLACE OF ORGANIZATION

Commonwealth of Massachusetts

5 SOLE VOTING POWER  
Number of Shares -0-

6 SHARED VOTING POWER  
Beneficially Owned by Each -0-

7 SOLE DISPOSITIVE POWER  
Reporting Person With -0-

8 SHARED DISPOSITIVE POWER  
-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

None, except through its indirect, wholly-owned subsidiary, John Hancock Advisers, LLC

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*  
N/A

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
See line 9, above.

12 TYPE OF REPORTING PERSON\*  
IC, IA, HC

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1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only).	John Hancock Subsidiaries LLC I.R.S. No. 04-2687223	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	N/A	(a) <input type="checkbox"/> (b) <input type="checkbox"/>
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZATION	Delaware	
Number of Shares	5 SOLE VOTING POWER	-0-	
Beneficially Owned by Each	6 SHARED VOTING POWER	-0-	
Reporting Person With	7 SOLE DISPOSITIVE POWER	-0-	
	8 SHARED DISPOSITIVE POWER	-0-	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	None, except through its indirect, wholly-owned subsidiary, John Hancock Advisers, LLC	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*	N/A	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	See line 9, above.	
12	TYPE OF REPORTING PERSON*	HC	

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1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only).

The Berkeley Financial Group, LLC  
I.R.S. No. 04-3145626

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b)

N/A

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER  
Number of Shares -0-

6 SHARED VOTING POWER  
Beneficially Owned by Each -0-

7 SOLE DISPOSITIVE POWER  
Reporting Person With -0-

8 SHARED DISPOSITIVE POWER  
-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

None, except through its indirect, wholly-owned subsidiary, John Hancock Advisers, LLC

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

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N/A

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

See line 9, above.

12 TYPE OF REPORTING PERSON\*

HC

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1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only).

John Hancock Advisers, LLC  
I.R.S. No. 04-2441573

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)   
(b)

N/A

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

	5	SOLE VOTING POWER
Number of Shares		1,649,000

	6	SHARED VOTING POWER
Beneficially Owned by Each		-0-

	7	SOLE DISPOSITIVE POWER
Reporting Person With		1,649,000

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8 SHARED DISPOSITIVE POWER

-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,649,000

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

N/A

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

3.8%

12 TYPE OF REPORTING PERSON\*

IA

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Sec. 240.13d-7 for other parties for whom copies are to be sent.

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)

Item 1(a) Name of Issuer:

-----  
Microstrategy, Inc.

Item 1(b) Address of Issuer's Principal Executive Offices:

-----  
186 International Drive  
McLean, VA 22102

Item 2(a) Name of Person Filing:

-----  
This filing is made on behalf of John Hancock Financial



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Services, Inc. ("JHFS"), JHFS's direct, wholly-owned subsidiary, John Hancock Life Insurance Company ("JHLICO"), JHLICO's direct, wholly-owned subsidiary, John Hancock Subsidiaries LLC ("JHS"), JHS's direct, wholly-owned subsidiary, The Berkeley Financial Group, LLC ("TBF") and TBF's wholly-owned subsidiary, John Hancock Advisers, LLC ("JHA").

Item 2(b) Address of the Principal Offices:

-----  
The principal business offices of JHFS, JHLICO and JHS are located at John Hancock Place, P.O. Box 111, Boston, MA 02117. The principal business offices of TBF and JHA are located at 101 Huntington Avenue, Boston, Massachusetts 02199.

Item 2(c) Citizenship:

-----  
JHLICO was organized and exists under the laws of the Commonwealth of Massachusetts. JHFS, JHS, TBF and JHA were organized and exist under the laws of the State of Delaware.

Item 2(d) Title of Class of Securities:

-----  
Common Stock

Item 2(e) CUSIP Number:

-----  
594972101

Item 3 If the Statement is being filed pursuant to Rule

-----  
13d-1(b), or 13d-2(b), check whether the person filing is a:  
-----

JHFS: (g) (X) Parent Holding Company, in accordance with ss.240.13d-1(b) (ii) (G).

JHLICO: (c) (X) Insurance Company as defined in ss.3(a)(19) of the Act

(e) (X) Investment Adviser registered under ss.203 of the Investment Advisers Act of 1940.

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(g) (X) Parent Holding Company, in accordance with ss.240.13d-1(b) (ii) (G).

JHS: (g) (X) Parent Holding Company, in accordance with ss.240.13d-1(b) (ii) (G).

TBF: (g) (X) Parent Holding Company, in accordance with ss.240.13d-1(b) (ii) (G).

JHA: (e) (X) Investment Adviser registered under ss.203 of the

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Investment Advisers Act of 1940.

Item 4            Ownership:  
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(a) Amount Beneficially Owned: JHA has direct beneficial ownership of 1,649,000 shares of Common Stock. Through their parent-subsidary relationship to JHA, JHFS, JHLICO, JHS and TBFGE have indirect, beneficial ownership of these same shares.

(b)     Percent of Class: 3.8%  
-----

(c)     (i)     sole power to vote or to direct the vote:  
             JHA has sole power to vote or to direct the vote of 1,649,000 shares of Common Stock under the Advisory Agreements as follows:

Fund Name -----	Number of Shares -----
John Hancock Insurance Company of VT Protected Cell No. V01 Hallmark (TOHI)	16,000
John Hancock Small Cap Value	83,000
V.A. Relative Value	50,000

(ii)    shared power to vote or to direct the vote:    -0-

(iii)   sole power to dispose or to direct the disposition of:  
         JHA has sole power to dispose or to direct the disposition of 1,649,000 shares of Common Stock under the Advisory Agreement noted in Item 4(c) (i) above.

(iv)    shared power to dispose or to direct the disposition of:    -0-

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 person has 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:  
-----

See Item 4.

Item 7            Identification and Classification of the Subsidiary which Acquired the

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-----  
Security Being Reported on by the Parent Holding Company:  
-----

See Items 3 and 4 above.

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

Not applicable.

Item 9 Notice of Dissolution of a Group:  
-----

Not applicable.

Item 10 Certification:  
-----

By signing below the undersigned certifies that, to the best of its knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purpose or effect.

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SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

John Hancock Financial Services, Inc.

By: /s/Barry J. Rubenstein  
-----

Name: Barry J. Rubenstein  
Title: Vice President, Counsel &

Dated: February 13, 2002

John Hancock Life Insurance Company

By: /s/Gregory P. Winn  
-----

Name: Gregory P. Winn  
Title: Vice President & Treasurer

Dated: February 13, 2002

John Hancock Subsidiaries, LLC

By: /s/Gregory P. Winn  
-----

Name: Gregory P. Winn  
Title: Treasurer

Dated: February 13, 2002

The Berkeley Financial Group, LLC

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Dated: February 13, 2002

By: /s/Susan S. Newton  
-----  
Name: Susan S. Newton  
Title: Senior Vice President

John Hancock Advisers, LLC

Dated: February 13, 2002

By: /s/Susan S. Newton  
-----  
Name: Susan S. Newton  
Title: Senior Vice President

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EXHIBIT A

JOINT FILING AGREEMENT

John Hancock Financial Services, Inc., John Hancock Life Insurance Company, John Hancock Subsidiaries, LLC, The Berkeley Financial Group, LLC and John Hancock Advisers, LLC agree that the Terminated Schedule 13G (Amendment No. 1) to which this Agreement is attached, relating to the Common Stock of Microstrategy Inc. is filed on behalf of each of them.

John Hancock Financial Services, Inc.

Dated: February 13, 2002

By: /s/Barry J. Rubenstein  
-----  
Name: Barry J. Rubenstein  
Title: Vice President, Counsel &

John Hancock Life Insurance Company

Dated: February 13, 2002

By: /s/Gregory P. Winn  
-----  
Name: Gregory P. Winn  
Title: Vice President & Treasurer

John Hancock Subsidiaries, LLC

Dated: February 13, 2002

By: /s/Gregory P. Winn  
-----  
Name: Gregory P. Winn  
Title: Treasurer

The Berkeley Financial Group, LLC

Dated: February 13, 2002

By: /s/Susan S. Newton  
-----  
Name: Susan S. Newton  
Title: Senior Vice President

John Hancock Advisers, LLC

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By: /s/Susan S. Newton

-----  
Name: Susan S. Newton

Title: Senior Vice President

Dated: February 13, 2002

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