

SAYLOR MICHAEL J
Form 4
May 16, 2011

FORM 4

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

OMB APPROVAL

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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 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 *
SAYLOR MICHAEL J

2. Issuer Name and Ticker or Trading Symbol
MICROSTRATEGY INC [MSTR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, President and CEO

(Last) (First) (Middle)
C/O MICROSTRATEGY
INCORPORATED, 1850 TOWERS
CRESCENT PLAZA
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/12/2011

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

TYSONS CORNER, VA 22182

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 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 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|-------|---|---------------------|
| | | | Code | V | Amount | (D) | Price | | | |
| Class A Common Stock | 05/12/2011 | | S | | 106 | D | \$ 138.37 | 224 | I | Shares owned by LLC |
| Class A Common Stock | 05/12/2011 | | S | | 176 | D | \$ 138.39 | 48 | I | Shares owned by LLC |
| Class A Common Stock | 05/12/2011 | | S | | 48 | D | \$ 138.63 | 0 | I | Shares owned by LLC |
| Class A Common Stock | 05/13/2011 | | C | | 3,332 | A | <u>11</u> | 3,332 | I | Shares |

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| | | | | | | | | |
|----------------------|------------|---|-----|---|-------------|----------------------|---|---------------------|
| Common Stock | | | | | | | | owned by LLC |
| Class A Common Stock | 05/13/2011 | S | 701 | D | \$ 138 | 2,631 ⁽²⁾ | I | Shares owned by LLC |
| Class A Common Stock | 05/13/2011 | S | 400 | D | \$ 138.0001 | 2,231 | I | Shares owned by LLC |
| Class A Common Stock | 05/13/2011 | S | 100 | D | \$ 138.01 | 2,131 | I | Shares owned by LLC |
| Class A Common Stock | 05/13/2011 | S | 99 | D | \$ 138.11 | 2,032 | I | Shares owned by LLC |
| Class A Common Stock | 05/13/2011 | S | 200 | D | \$ 138.23 | 1,832 | I | Shares owned by LLC |
| Class A Common Stock | 05/13/2011 | S | 200 | D | \$ 138.24 | 1,632 | I | Shares owned by LLC |
| Class A Common Stock | 05/13/2011 | S | 100 | D | \$ 138.26 | 1,532 | I | Shares owned by LLC |
| Class A Common Stock | 05/13/2011 | S | 200 | D | \$ 138.265 | 1,332 | I | Shares owned by LLC |
| Class A Common Stock | 05/13/2011 | S | 100 | D | \$ 138.27 | 1,232 | I | Shares owned by LLC |
| Class A Common Stock | 05/13/2011 | S | 200 | D | \$ 138.2701 | 1,032 | I | Shares owned by LLC |
| Class A Common Stock | 05/13/2011 | S | 100 | D | \$ 138.28 | 932 | I | Shares owned by LLC |
| Class A Common Stock | 05/13/2011 | S | 200 | D | \$ 138.2801 | 732 | I | Shares owned by LLC |
| Class A Common Stock | 05/13/2011 | S | 200 | D | \$ 138.29 | 532 | I | Shares owned by LLC |
| Class A Common Stock | 05/13/2011 | S | 100 | D | \$ 138.31 | 432 | I | Shares owned by LLC |

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| | | | | | | | | |
|----------------------------|------------|---|-----|---|-----------|-----|---|---------------------------|
| Class A Common Stock | 05/13/2011 | S | 5 | D | \$ 138.46 | 427 | I | Shares owned by LLC |
| Class A Common Stock | 05/13/2011 | S | 400 | D | \$ 138.6 | 27 | I | Shares owned by LLC |
| Class A Common Stock | 05/13/2011 | S | 27 | D | \$ 138.7 | 0 | I | Shares owned by LLC |

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

Persons who 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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(9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SAYLOR MICHAEL J C/O MICROSTRATEGY INCORPORATED 1850 TOWERS CRESCENT PLAZA TYSONS CORNER, VA 22182 | X | X | Chairman, President and CEO | |
| ALCANTARA LLC C/O MICHAEL J. SAYLOR 1850 TOWERS CRESCENT PLAZA TYSONS CORNER, VA 22182 | | X | | |

Signatures

/s/ Michael J. Saylor, Individually and as Sole Member of Alcantara
LLC

05/16/2011

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(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) These shares were acquired upon conversion of shares of Class B Common Stock, which were convertible on a 1-for-1 basis into shares of Class A Common Stock.

Separate open market sale transactions that were executed on 05/13/2011 at the same price have been reported on an aggregate basis on a single line in Table I. The order in which sale transactions are set forth in Table I is not necessarily reflective of the sequence in which the sale transactions occurred in fact.
 - (2)

Remarks:

This is the second Form 4 of two Form 4 filings made by the reporting person to report transactions that occurred on May 12, 2011.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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 number.