

MICROSTRATEGY INC  
Form 4  
March 14, 2006

**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 \*  
**KLEIN JONATHAN F**

(Last) (First) (Middle)

**C/O MICROSTRATEGY  
INCORPORATED, 1861  
INTERNATIONAL DRIVE**

(Street)

**MCLEAN, VA 22102**

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**03/10/2006**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
VP, Law and General Counsel

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

**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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Class A Common Stock	03/10/2006		M	A	\$ 31.5	50	D
Class A Common Stock	03/10/2006		M	A	\$ 24.8	63	D
Class A Common Stock	03/10/2006		M	A	\$ 4.7	717	D
Class A Common Stock	03/10/2006		S	D	\$ 217	(1)	D

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Common Stock					100		
Class A Common Stock	03/10/2006	S	217	D	\$ 99.50	D	

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

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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. F...	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Employee Stock Options (right to buy)	\$ 31.5	03/10/2006		M	50	<u>(2)</u> 04/01/2008		Class A Common Stock	50
Employee Stock Options (right to buy)	\$ 24.8	03/10/2006		M	13	<u>(3)</u> 04/18/2011		Class A Common Stock	13
Employee Stock Options (right to buy)	\$ 4.7	03/10/2006		M	654	<u>(4)</u> 07/26/2012		Class A Common Stock	654

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer

Other

KLEIN JONATHAN F  
C/O MICROSTRATEGY INCORPORATED  
1861 INTERNATIONAL DRIVE  
MCLEAN, VA 22102

VP, Law and General Counsel

## Signatures

Jonathan F. Klein                      03/14/2006

\_\_Signature of                      Date  
Reporting Person

## 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) 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) The 50 shares exercised on 03/10/2006 pursuant to this stock option vested in five equal annual installments beginning on 04/01/1999.
- (3) The 13 shares exercised on 03/10/2006 pursuant to this stock option vested on 04/18/2005.
- (4) The 654 shares exercised on 03/10/2006 pursuant to this stock option vested on 07/26/2004. Of the remaining 49,346 shares subject to the stock option, 14,346 shares vested on 07/26/2004, 17,500 shares vested on 07/26/2005 and 17,500 shares vest on 07/26/2006.
- (5) See Exhibit A.

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.