

KLEIN JONATHAN F
Form 4
August 30, 2011

FORM 4

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

OMB APPROVAL

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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, 1850 TOWERS
CRESCENT PLAZA

(Street)

TYSONS CORNER, VA 22182

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
08/26/2011

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)
EVP, Law & 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			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)	
			Code	V	Amount				(A) or (D)
Class A Common Stock	08/26/2011		M		4,873	A \$ 4.7	4,873	D	
Class A Common Stock	08/26/2011		M		5,127	A \$ 20.69	10,000	D	
Class A Common Stock	08/26/2011		S		5,000	D \$ 112	5,000 ⁽¹⁾	D	
Class A Common Stock	08/26/2011		S		5,000	D \$ 114	0	D	

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Common Stock								
Class A Common Stock	08/29/2011		M	20,000	A	\$ 20.69	20,000	D
Class A Common Stock	08/29/2011		S	2,500	D	\$ 117	17,500	D
Class A Common Stock	08/29/2011		S	2,500	D	\$ 118	15,000	D
Class A Common Stock	08/29/2011		S	2,500	D	\$ 119	12,500	D
Class A Common Stock	08/29/2011		S	2,500	D	\$ 120	10,000	D
Class A Common Stock	08/29/2011		S	5,000	D	\$ 120.5	5,000	D
Class A Common Stock	08/29/2011		S	5,000	D	\$ 121	0	D

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

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option	\$ 4.7	08/26/2011		M	4,873	(2) 07/26/2012	Class A Common Stock 4,873

(right to buy)

Employee

Stock

Option \$ 20.69 08/26/2011

M

5,127

(3)

02/08/2013

Class A
Common
Stock

5,127

(right to buy)

Employee

Stock

Option \$ 20.69 08/29/2011

M

20,000

(4)

02/08/2013

Class A
Common
Stock

20,000

(right to buy)

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

KLEIN JONATHAN F
C/O MICROSTRATEGY INCORPORATED
1850 TOWERS CRESCENT PLAZA
TYSONS CORNER, VA 22182

EVP, Law & General Counsel

Signatures

/s/ Jonathan F.
Klein

08/30/2011

**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).

Separate open market sale transactions that were executed on the same day 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.

(1) The 4,873 shares exercised on 08/26/2011 pursuant to this stock option vested on 07/26/2006.

(2) The 5,127 shares exercised on 08/26/2011 pursuant to this stock option vested on 02/08/2006. Of the remaining 20,000 shares subject to the stock option, 10,000 shares vested on 02/08/2007 and 10,000 shares vested on 02/08/2008.

(3) Of the 20,000 shares exercised on 08/29/2011 pursuant to this stock option, 10,000 shares vested on 02/08/2007 and 10,000 shares vested on 02/08/2008.

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

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