

KLEIN JONATHAN F  
Form 4  
February 07, 2011

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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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)

VIENNA, VA 22182

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/03/2011

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 (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 |   |  |  | (A) or (D) |
| Class A Common Stock            | 02/03/2011                           |  | M                              |   |   | 613    | \$ 4.7  | 613  | D  |            |
| Class A Common Stock            | 02/03/2011                           |  | M                              |   |   | 614    | \$ 20.69  | 1,227  | D  |            |
| Class A Common Stock            | 02/03/2011                           |  | S                              |   |   | 100    | \$ 111.75   | 1,127 <sup>(1)</sup>                                     | D  |            |
| Class A Common Stock            | 02/03/2011                           |  | S                              |   |   | 100    | \$ 111.76   | 1,027  | D  |            |

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|                            |            |   |       |   |                |       |   |
|----------------------------|------------|---|-------|---|----------------|-------|---|
| Common<br>Stock            |            |   |       |   |                |       |   |
| Class A<br>Common<br>Stock | 02/03/2011 | S | 106   | D | \$ 111.8       | 921   | D |
| Class A<br>Common<br>Stock | 02/03/2011 | S | 200   | D | \$ 111.81      | 721   | D |
| Class A<br>Common<br>Stock | 02/03/2011 | S | 399   | D | \$ 111.82      | 322   | D |
| Class A<br>Common<br>Stock | 02/03/2011 | S | 100   | D | \$<br>111.8201 | 222   | D |
| Class A<br>Common<br>Stock | 02/03/2011 | S | 222   | D | \$ 111.83      | 0     | D |
| Class A<br>Common<br>Stock | 02/04/2011 | M | 4,136 | A | \$ 4.7         | 4,136 | D |
| Class A<br>Common<br>Stock | 02/04/2011 | M | 4,137 | A | \$ 20.69       | 8,273 | D |
| Class A<br>Common<br>Stock | 02/04/2011 | S | 3,273 | D | \$ 111.7       | 5,000 | D |
| Class A<br>Common<br>Stock | 02/04/2011 | S | 4,810 | D | \$ 111.75      | 190   | D |
| Class A<br>Common<br>Stock | 02/04/2011 | S | 90    | D | \$ 111.76      | 100   | D |
| Class A<br>Common<br>Stock | 02/04/2011 | S | 100   | D | \$ 111.77      | 0     | D |

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

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SEC 1474  
(9-02)

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

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| 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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Option (right to buy)       | \$ 4.7   | 02/03/2011                           |  | M                              | 613   | (2) 07/26/2012   | Class A Common Stock  | 613                           |
| Employee Stock Option (right to buy)       | \$ 20.69   | 02/03/2011                           |  | M                              | 614   | (3) 02/08/2013   | Class A Common Stock  | 614                           |
| Employee Stock Option (right to buy)       | \$ 4.7   | 02/04/2011                           |  | M                              | 4,136   | (4) 07/26/2012   | Class A Common Stock  | 4,136                         |
| Employee Stock Option (right to buy)       | \$ 20.69   | 02/04/2011                           |  | M                              | 4,137   | (5) 02/08/2013   | Class A Common Stock  | 4,137                         |

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

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

EVP, Law & General Counsel

## Signatures

/s/ W. Ming Shao,  
 Attorney-in-Fact

02/07/2011

\*\*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) 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.

(2) The 613 shares exercised on 02/03/2011 pursuant to this stock option vested on 07/26/2005. Of the remaining 29,009 shares subject to the stock option, 11,509 shares vested on 07/26/2005 and 17,500 shares vested on 07/26/2006.

(3) The 614 shares exercised on 02/03/2011 pursuant to this stock option vested on 02/08/2006. Of the remaining 29,264 shares subject to the stock option, 9,264 shares vested on 02/08/2006; 10,000 shares vested on 02/08/2007; and 10,000 shares vested on 02/08/2008.

(4) The 4,136 shares exercised on 02/04/2011 pursuant to this stock option vested on 07/26/2005. Of the remaining 24,873 shares subject to the stock option, 7,373 shares vested on 07/26/2005 and 17,500 shares vested on 07/26/2006.

(5) The 4,137 shares exercised on 02/04/2011 pursuant to this stock option vested on 02/08/2006. Of the remaining 25,127 shares subject to the stock option, 5,127 shares vested on 02/08/2006; 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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