

KLEIN JONATHAN F

Form 4

February 07, 2011

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

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

## OMB APPROVAL

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

(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  
\_X\_ Officer (give title \_\_\_\_\_ Other (specify  
below) below)

EVP, Law &amp; General Counsel

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ 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 Beneficial Ownership (Instr. 4)
Class A Common Stock	02/03/2011		M	613 A \$ 4.7	613	D	
Class A Common Stock	02/03/2011		M	614 A \$ 20.69	1,227	D	
Class A Common Stock	02/03/2011		S	100 D \$ 111.75	1,127 <sup>(1)</sup>	D	
Class A	02/03/2011		S	100 D \$ 111.76	1,027	D	

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Common  
Stock

Class A Common Stock	02/03/2011	S	106	D	\$ 111.8	921	D
Class A Common Stock	02/03/2011	S	200	D	\$ 111.81	721	D
Class A Common Stock	02/03/2011	S	399	D	\$ 111.82	322	D
Class A Common Stock	02/03/2011	S	100	D	\$ 111.8201	222	D
Class A Common Stock	02/03/2011	S	222	D	\$ 111.83	0	D
Class A Common Stock	02/04/2011	M	4,136	A	\$ 4.7	4,136	D
Class A Common Stock	02/04/2011	M	4,137	A	\$ 20.69	8,273	D
Class A Common Stock	02/04/2011	S	3,273	D	\$ 111.7	5,000	D
Class A Common Stock	02/04/2011	S	4,810	D	\$ 111.75	190	D
Class A Common Stock	02/04/2011	S	90	D	\$ 111.76	100	D
Class A Common 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. D S (I	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 4.7	02/03/2011		M		613		<u>(2)</u>	07/26/2012	Class A Common Stock	613
Employee Stock Option (right to buy)	\$ 20.69	02/03/2011		M		614		<u>(3)</u>	02/08/2013	Class A Common Stock	614
Employee Stock Option (right to buy)	\$ 4.7	02/04/2011		M		4,136		<u>(4)</u>	07/26/2012	Class A Common Stock	4,136
Employee Stock Option (right to buy)	\$ 20.69	02/04/2011		M		4,137		<u>(5)</u>	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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