

MICROSTRATEGY INC

Form 4

February 23, 2012

**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  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**BANSAL SANJU K**

(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)

**02/21/2012**

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)  
Vice Chairman, EVP and COO

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	02/23/2012		C		4,700	A	<u>(1)</u>
					0	<u>(2)</u>	D
Class A Common Stock	02/21/2012		S		504	D	\$ 135
					0	<u>(2)</u> <u>(3)</u>	D
Class A Common Stock	02/21/2012		S		100	D	\$ 135.01
					0	<u>(2)</u>	D
Class A Common Stock	02/21/2012		S		100	D	\$ 135.02
					0	<u>(2)</u>	D

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Common  
Stock

Class A Common Stock	02/21/2012	S	100	D	\$ 135.04	0 <u>(2)</u>	D
Class A Common Stock	02/21/2012	S	200	D	\$ 135.05	0 <u>(2)</u>	D
Class A Common Stock	02/21/2012	S	200	D	\$ 135.07	0 <u>(2)</u>	D
Class A Common Stock	02/21/2012	S	200	D	\$ 135.1	0 <u>(2)</u>	D
Class A Common Stock	02/21/2012	S	1	D	\$ 135.11	0 <u>(2)</u>	D
Class A Common Stock	02/21/2012	S	500	D	\$ 135.14	0 <u>(2)</u>	D
Class A Common Stock	02/21/2012	S	700	D	\$ 135.15	0 <u>(2)</u>	D
Class A Common Stock	02/21/2012	S	300	D	\$ 135.29	0 <u>(2)</u>	D
Class A Common Stock	02/21/2012	S	300	D	\$ 135.3	0 <u>(2)</u>	D
Class A Common Stock	02/21/2012	S	200	D	\$ 135.38	0 <u>(2)</u>	D
Class A Common Stock	02/21/2012	S	200	D	\$ 135.39	0 <u>(2)</u>	D
Class A Common Stock	02/21/2012	S	300	D	\$ 135.4	0 <u>(2)</u>	D
Class A Common Stock	02/21/2012	S	100	D	\$ 135.485	0 <u>(2)</u>	D
Class A Common Stock	02/21/2012	S	100	D	\$ 135.49	0 <u>(2)</u>	D

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Class A Common Stock	02/21/2012	S	2	D	\$ 135.54	0 <u>(2)</u>	D
Class A Common Stock	02/21/2012	S	98	D	\$ 135.55	0 <u>(2)</u>	D
Class A Common Stock	02/21/2012	S	200	D	\$ 135.56	0 <u>(2)</u>	D
Class A Common Stock	02/21/2012	S	195	D	\$ 135.61	0 <u>(2)</u>	D
Class A Common Stock	02/21/2012	S	100	D	\$ 135.64	0 <u>(2)</u>	D

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.**

SEC 1474  
(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 Deriv. Secur. (Instr. 3)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Class B Common Stock	(4)	02/23/2012		C	4,700	(4)	(4)	Class A Common Stock	4,700	(4)

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director	10% Owner	Officer	Other
X		Vice Chairman, EVP and COO	

BANSAL SANJU K  
C/O MICROSTRATEGY INCORPORATED  
1850 TOWERS CRESCENT PLAZA  
TYSONS CORNER, VA 22182

## Signatures

/s/ Sanju K.  
Bansal

02/23/2012

\_\_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.  
  
The reporting person converted 4,700 shares of Class B Common Stock into 4,700 shares of Class A Common Stock on February 23, 2012 for the purpose of settling the sale transactions reported on this Form 4. Upon settlement of all of these sale transactions, the reporting person will beneficially own 0 shares of Class A Common Stock.
- (2) Separate open market sale transactions that were executed on 02/21/2012 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.
- (3) Shares of Class B Common Stock are convertible immediately upon receipt into shares of Class A Common Stock on a 1-for-1 basis and have no expiration date.
- (4) See Exhibit A.
- (5)

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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