

BEDELL JEFFREY A
Form 4
December 14, 2010

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 *
BEDELL JEFFREY A

(Last) (First) (Middle)

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)
12/10/2010

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, Technology and CTO

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 | (D) | Price |
| Class A Common Stock | 12/10/2010 | | M | | 12,500 | A | \$ 24.8 |
| Class A Common Stock | 12/10/2010 | | S | | 200 | D | \$ 88.485 |
| Class A Common Stock | 12/10/2010 | | S | | 200 | D | \$ 88.49 |
| Class A Common Stock | 12/10/2010 | | S | | 100 | D | \$ 88.5 |

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| | | | | | | | |
|----------------------------|------------|---|-----|---|---------------|--------|---|
| Stock | | | | | | | |
| Class A Common Stock | 12/10/2010 | S | 500 | D | \$ 88.51 | 19,696 | D |
| Class A Common Stock | 12/10/2010 | S | 200 | D | \$ 88.52 | 19,496 | D |
| Class A Common Stock | 12/10/2010 | S | 200 | D | \$ 88.57 | 19,296 | D |
| Class A Common Stock | 12/10/2010 | S | 100 | D | \$ 88.585 | 19,196 | D |
| Class A Common Stock | 12/10/2010 | S | 100 | D | \$ 88.59 | 19,096 | D |
| Class A Common Stock | 12/10/2010 | S | 404 | D | \$ 88.64 | 18,692 | D |
| Class A Common Stock | 12/10/2010 | S | 200 | D | \$ 88.68 | 18,492 | D |
| Class A Common Stock | 12/10/2010 | S | 100 | D | \$ 88.695 | 18,392 | D |
| Class A Common Stock | 12/10/2010 | S | 400 | D | \$ 88.71 | 17,992 | D |
| Class A Common Stock | 12/10/2010 | S | 36 | D | \$ 88.72 | 17,956 | D |
| Class A Common Stock | 12/10/2010 | S | 104 | D | \$ 88.8027 | 17,852 | D |
| Class A Common Stock | 12/10/2010 | S | 100 | D | \$ 88.86 | 17,752 | D |
| Class A Common Stock | 12/10/2010 | S | 296 | D | \$ 88.87 | 17,456 | D |
| Class A Common Stock | 12/10/2010 | S | 100 | D | \$ 88.925 | 17,356 | D |

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| | | | | | | | |
|----------------------------|------------|---|-----|---|---------------|--------|---|
| Class A Common Stock | 12/10/2010 | S | 200 | D | \$ 88.96 | 17,156 | D |
| Class A Common Stock | 12/10/2010 | S | 200 | D | \$ 88.97 | 16,956 | D |
| Class A Common Stock | 12/10/2010 | S | 10 | D | \$ 88.98 | 16,946 | D |
| Class A Common Stock | 12/10/2010 | S | 100 | D | \$ 89.02 | 16,846 | D |
| Class A Common Stock | 12/10/2010 | S | 200 | D | \$ 89.03 | 16,646 | D |
| Class A Common Stock | 12/10/2010 | S | 101 | D | \$ 89.0406 | 16,545 | D |
| Class A Common Stock | 12/10/2010 | S | 100 | D | \$ 89.085 | 16,445 | D |
| Class A Common Stock | 12/10/2010 | S | 100 | D | \$ 89.1 | 16,345 | D |
| Class A Common Stock | 12/10/2010 | S | 108 | D | \$ 89.11 | 16,237 | D |
| Class A Common Stock | 12/10/2010 | S | 700 | D | \$ 89.13 | 15,537 | D |
| Class A Common Stock | 12/10/2010 | S | 200 | D | \$ 89.14 | 15,337 | D |
| Class A Common Stock | 12/10/2010 | S | 100 | D | \$ 89.141 | 15,237 | 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.

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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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (right to buy) | \$ 24.8 | 12/10/2010 | | M | 12,500 | (2) | 04/18/2011 | Class A Common Stock | 12,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BEDELL JEFFREY A 1850 TOWERS CRESCENT PLAZA VIENNA, VA 22182 | | | EVP, Technology and CTO | |

Signatures

/s/ Jeffery A. Bedell 12/14/2010
 **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 12/10/2010 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) Of the 12,500 shares exercised on 12/10/2010 pursuant to this stock option, 6,250 shares vested on 04/18/2004 and 6,250 shares vested on 04/18/2005.
 - (3) See Exhibit A.

Remarks:

This is the first Form 4 of two Form 4 filings made by the reporting person to report transactions that occurred on December 1

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.