

KLEIN JONATHAN F  
Form 4  
November 25, 2009

**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 \*  
KLEIN JONATHAN F

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

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

(Last) (First) (Middle)  
C/O MICROSTRATEGY  
INCORPORATED, 1861  
INTERNATIONAL DRIVE

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/23/2009

(Street)  
MCLEAN, VA 22102

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_ Form filed by More than One Reporting Person

(City) (State) (Zip)

**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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
|                                 |                                      |  |                                | Code  | V   | Amount   |                                   |
| Class A Common Stock            | 11/23/2009                           |  | M                              | 1,500 A   | \$ 4.7  | 1,500  | D                                 |
| Class A Common Stock            | 11/23/2009                           |  | M                              | 1,500 A   | \$ 20.69  | 3,000  | D                                 |
| Class A Common Stock            | 11/23/2009                           |  | S                              | 2,000 D   | \$ 91   | 1,000 <sup>(1)</sup>                                     | D                                 |
| Class A Common Stock            | 11/23/2009                           |  | S                              | 1,000 D   | \$ 0  | 0  | D                                 |

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|                      |            |  |   |     |   |          |     |   |
|----------------------|------------|--|---|-----|---|----------|-----|---|
| Common Stock         |            |  |   |     |   | 90.11    |     |   |
| Class A Common Stock | 11/24/2009 |  | M | 100 | A | \$ 4.7   | 100 | D |
| Class A Common Stock | 11/24/2009 |  | M | 100 | A | \$ 20.69 | 200 | D |
| Class A Common Stock | 11/24/2009 |  | S | 200 | D | \$ 90.5  | 0   | D |

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

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(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. Amount or Number of Shares |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                         | Amount or Number of Shares |
| Employee Stock Option (right to buy)       | \$ 4.7   | 11/23/2009                           |  | M                              | 1,500   | <sup>(2)</sup> 07/26/2012                                | Class A Common Stock  | 1,500                         |                            |
| Employee Stock Option (right to buy)       | \$ 20.69   | 11/23/2009                           |  | M                              | 1,500   | <sup>(3)</sup> 02/08/2013                                | Class A Common Stock  | 1,500                         |                            |
| Employee Stock Option (right to buy)       | \$ 4.7   | 11/24/2009                           |  | M                              | 100   | <sup>(4)</sup> 07/26/2012                                | Class A Common Stock  | 100                           |                            |

|           |          |            |  |   |     |     |            |         |     |
|-----------|----------|------------|--|---|-----|-----|------------|---------|-----|
| buy)      |          |            |  |   |     |     |            |         |     |
| Employee  |          |            |  |   |     |     |            |         |     |
| Stock     |          |            |  |   |     |     |            | Class A |     |
| Option    | \$ 20.69 | 11/24/2009 |  | M | 100 | (5) | 02/08/2013 | Common  | 100 |
| (right to |          |            |  |   |     |     |            | Stock   |     |
| buy)      |          |            |  |   |     |     |            |         |     |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                            |       |
|--|---------------|-----------|----------------------------|-------|
|  | Director      | 10% Owner | Officer                    | Other |
| KLEIN JONATHAN F<br>C/O MICROSTRATEGY INCORPORATED<br>1861 INTERNATIONAL DRIVE<br>MCLEAN, VA 22102 |               |           | EVP, Law & General Counsel |       |

## Signatures

/s/ W. Ming Shao, 11/25/2009  
Attorney-in-Fact

\*\*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 1,500 shares exercised on 11/23/2009 pursuant to this stock option vested on 07/26/2004. Of the remaining 37,022 shares subject to the stock option, 2,022 shares vested on 07/26/2004; 17,500 shares vested on 07/26/2005; and 17,500 shares vested on 07/26/2006.
  - (3) The 1,500 shares exercised on 11/23/2009 pursuant to this stock option vested on 02/08/2005. Of the remaining 37,285 shares subject to the stock option, 7,285 shares vested on 02/08/2005; 10,000 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 100 shares exercised on 11/24/2009 pursuant to this stock option vested on 07/26/2004. Of the remaining 36,922 shares subject to the stock option, 1,922 shares vested on 07/26/2004; 17,500 shares vested on 07/26/2005; and 17,500 shares vested on 07/26/2006.
  - (5) The 100 shares exercised on 11/24/2009 pursuant to this stock option vested on 02/08/2005. Of the remaining 37,185 shares subject to the stock option, 7,185 shares vested on 02/08/2005; 10,000 shares vested on 02/08/2006; 10,000 shares vested on 02/08/2007; and 10,000 shares vested on 02/08/2008.
  - (6) See Exhibit A.

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