

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
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(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 & 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 ⁽¹⁾	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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(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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