

SAYLOR MICHAEL J
Form 4
May 10, 2011

FORM 4

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

OMB APPROVAL

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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 *
SAYLOR MICHAEL J

(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)
05/06/2011

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)
Chairman, President and CEO

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)		
				(A) or (D)	Price				
				Code	V	Amount			
Class A Common Stock	05/06/2011		S	200	D	\$ 136.77	200	I	Shares owned by LLC
Class A Common Stock	05/06/2011		S	200	D	\$ 136.84	0	I	Shares owned by LLC
Class A Common Stock	05/09/2011		C	26,300	A	<u>(1)</u>	26,300	I	Shares owned by LLC
Class A Common Stock	05/09/2011		S	4,500	D	\$ 135	21,800 <u>(2)</u>	I	Shares

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Common Stock								owned by LLC
Class A Common Stock	05/09/2011	S	300	D	\$ 135.01	21,500	I	Shares owned by LLC
Class A Common Stock	05/09/2011	S	400	D	\$ 135.02	21,100	I	Shares owned by LLC
Class A Common Stock	05/09/2011	S	300	D	\$ 135.03	20,800	I	Shares owned by LLC
Class A Common Stock	05/09/2011	S	200	D	\$ 135.04	20,600	I	Shares owned by LLC
Class A Common Stock	05/09/2011	S	300	D	\$ 135.05	20,300	I	Shares owned by LLC
Class A Common Stock	05/09/2011	S	100	D	\$ 135.07	20,200	I	Shares owned by LLC
Class A Common Stock	05/09/2011	S	100	D	\$ 135.08	20,100	I	Shares owned by LLC
Class A Common Stock	05/09/2011	S	174	D	\$ 135.09	19,926	I	Shares owned by LLC
Class A Common Stock	05/09/2011	S	100	D	\$ 135.14	19,826	I	Shares owned by LLC
Class A Common Stock	05/09/2011	S	526	D	\$ 135.15	19,300	I	Shares owned by LLC
Class A Common Stock	05/09/2011	S	100	D	\$ 135.17	19,200	I	Shares owned by LLC
Class A Common Stock	05/09/2011	S	500	D	\$ 135.19	18,700	I	Shares owned by LLC
Class A Common Stock	05/09/2011	S	100	D	\$ 135.2	18,600	I	Shares owned by LLC
Class A Common Stock	05/09/2011	S	50	D	\$ 135.21	18,550	I	Shares owned by LLC

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Class A Common Stock	05/09/2011	S	882	D	\$ 135.2101	17,668	I	Shares owned by LLC
Class A Common Stock	05/09/2011	S	400	D	\$ 135.22	17,268	I	Shares owned by LLC
Class A Common Stock	05/09/2011	S	50	D	\$ 135.224	17,218	I	Shares owned by LLC
Class A Common Stock	05/09/2011	S	500	D	\$ 135.225	16,718	I	Shares owned by LLC
Class A Common Stock	05/09/2011	S	1,608	D	\$ 135.23	15,110	I	Shares owned by LLC
Class A Common Stock	05/09/2011	S	100	D	\$ 135.234	15,010	I	Shares owned by LLC
Class A Common Stock	05/09/2011	S	300	D	\$ 135.236	14,710	I	Shares owned by LLC
Class A Common Stock	05/09/2011	S	483	D	\$ 135.24	14,227	I	Shares owned by LLC
Class A Common Stock	05/09/2011	S	300	D	\$ 135.2401	13,927	I	Shares owned by LLC
Class A Common Stock	05/09/2011	S	109	D	\$ 135.25	13,818	I	Shares owned by LLC
Class A Common Stock	05/09/2011	S	600	D	\$ 135.2501	13,218	I	Shares owned by LLC
Class A Common Stock	05/09/2011	S	450	D	\$ 135.26	12,768	I	Shares owned by LLC

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SAYLOR MICHAEL J C/O MICROSTRATEGY INCORPORATED 1850 TOWERS CRESCENT PLAZA TYSONS CORNER, VA 22182	X	X	Chairman, President and CEO	
ALCANTARA LLC C/O MICHAEL J. SAYLOR 1850 TOWERS CRESCENT PLAZA TYSONS CORNER, VA 22182		X		

Signatures

/s/ W. Ming Shao, 05/10/2011
 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) 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.
- (2) Separate open market sale transactions that were executed on 05/09/2011 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.

Remarks:

This is the third Form 4 of five Form 4 filings made by the reporting person to report transactions that occurred on May 6, 2011.

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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