

KLEIN JONATHAN F
 Form 4
 December 12, 2007

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

(Last) (First) (Middle)

**C/O MICROSTRATEGY
 INCORPORATED, 1861
 INTERNATIONAL DRIVE**

(Street)

MCLEAN, VA 22102

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
12/10/2007

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, Law & General Counsel

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	12/10/2007		M	2,000	A	\$ 4.7	2,000	D
Class A Common Stock	12/10/2007		M	5,000	A	\$ 20.69	7,000	D
Class A Common Stock	12/10/2007		S	2,000	D	\$ 103	5,000 ⁽¹⁾	D
Class A Common Stock	12/10/2007		S	200	D	\$	4,800	D

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Common Stock						103.02		
Class A Common Stock	12/10/2007	S	500	D	\$	103.03	4,300	D
Class A Common Stock	12/10/2007	S	200	D	\$	103.04	4,100	D
Class A Common Stock	12/10/2007	S	100	D	\$	103.05	4,000	D
Class A Common Stock	12/10/2007	S	300	D	\$	103.06	3,700	D
Class A Common Stock	12/10/2007	S	100	D	\$	103.09	3,600	D
Class A Common Stock	12/10/2007	S	100	D	\$	103.11	3,500	D
Class A Common Stock	12/10/2007	S	94	D	\$	103.15	3,406	D
Class A Common Stock	12/10/2007	S	600	D	\$	103.16	2,806	D
Class A Common Stock	12/10/2007	S	6	D	\$	103.22	2,800	D
Class A Common Stock	12/10/2007	S	200	D	\$	103.29	2,600	D
Class A Common Stock	12/10/2007	S	100	D	\$	103.31	2,500	D
Class A Common Stock	12/10/2007	S	1,000	D	\$	103.5	1,500	D
Class A Common Stock	12/10/2007	S	1,000	D	\$	103.75	500	D
Class A Common Stock	12/10/2007	S	500	D	\$	103.85	0	D

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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
Employee Stock Option (right to buy)	\$ 4.7	12/10/2007		M	2,000	<u>(2)</u> 07/26/2012	Class A Common Stock	2,000
Employee Stock Option (right to buy)	\$ 20.69	12/10/2007		M	5,000	<u>(3)</u> 02/08/2013	Class A Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

KLEIN JONATHAN F
C/O MICROSTRATEGY INCORPORATED
1861 INTERNATIONAL DRIVE
MCLEAN, VA 22102

EVP, Law & General Counsel

Signatures

/s/ W. Ming Shao,
Attorney-in-Fact

12/12/2007

**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 12/10/2007 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 2,000 shares exercised on 12/10/07 pursuant to this stock option vested on 07/26/2004. Of the remaining 38,522 shares subject to the stock option, 3,522 shares vested on 07/26/2004; 17,500 shares vested on 07/26/2005; and 17,500 shares vested on 07/26/2006.

(3) 3,785 of the 5,000 shares exercised on 12/10/07 pursuant to this stock option vested on 02/08/2004 and 1,215 of the 5,000 shares exercised on 12/10/07 pursuant to this stock option vested on 02/08/2005. Of the remaining 38,785 shares subject to the stock option, 8,785 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 will vest on 02/08/2008.

(4) See Exhibit A.

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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