

KLEIN JONATHAN F  
 Form 4  
 February 04, 2011

**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, 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)  
**02/02/2011**

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)  
**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 Ownership (Instr. 4)
				(A) or (D)	Price		
Class A Common Stock	02/02/2011		M	2,750 A	\$ 4.7 2,750	D	
Class A Common Stock	02/02/2011		M	2,750 A	\$ 20.69 5,500	D	
Class A Common Stock	02/02/2011		S	2,989 D	\$ 110.25 2,511 <sup>(1)</sup>	D	
Class A Common Stock	02/02/2011		S	300 D	\$ 110.29 2,211	D	

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Common Stock								
Class A Common Stock	02/02/2011	S	200	D	\$ 110.3	2,011		D
Class A Common Stock	02/02/2011	S	300	D	\$ 110.31	1,711		D
Class A Common Stock	02/02/2011	S	400	D	\$ 110.32	1,311		D
Class A Common Stock	02/02/2011	S	100	D	\$ 110.33	1,211		D
Class A Common Stock	02/02/2011	S	11	D	\$ 110.4	1,200		D
Class A Common Stock	02/02/2011	S	100	D	\$ 110.37	1,100		D
Class A Common Stock	02/02/2011	S	100	D	\$ 110.375	1,000		D
Class A Common Stock	02/02/2011	S	200	D	\$ 110.38	800		D
Class A Common Stock	02/02/2011	S	200	D	\$ 110.39	600		D
Class A Common Stock	02/02/2011	S	100	D	\$ 110.42	500		D
Class A Common Stock	02/02/2011	S	100	D	\$ 110.43	400		D
Class A Common Stock	02/02/2011	S	200	D	\$ 110.46	200		D
Class A Common Stock	02/02/2011	S	200	D	\$ 110.61	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
Employee Stock Option (right to buy)	\$ 4.7	02/02/2011		M	2,750	<sup>(2)</sup> 07/26/2012	Class A Common Stock	2,750
Employee Stock Option (right to buy)	\$ 20.69	02/02/2011		M	2,750	<sup>(3)</sup> 02/08/2013	Class A Common Stock	2,750

## 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/ Jonathan F. Klein                      02/04/2011

\*\*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).
  - Separate open market sale transactions that were executed on 02/02/2011 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.
  - (1) The 2,750 shares exercised on 02/02/2011 pursuant to this stock option vested on 07/26/2005. Of the remaining 29,622 shares subject to the stock option, 12,122 shares vested on 07/26/2005 and 17,500 shares vested on 07/26/2006.
  - (2) Of the 2,750 shares exercised on 02/02/2011 pursuant to this stock option, 2,628 shares vested on 02/08/2005 and 122 shares vested on 02/08/2006. Of the remaining 29,878 shares subject to the stock option, 9,878 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. 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.