

BEDELL JEFFREY A
Form 4
December 12, 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 *
BEDELL JEFFREY A

(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)

12/09/2011

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 below) ____ Other (specify below)

EVP, Technology and CTO

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)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	12/09/2011		M		12,500	A	\$ 4.7 20,696
Class A Common Stock	12/09/2011		S		9,618	D	\$ 121 11,078 ⁽¹⁾
Class A Common Stock	12/09/2011		S		922	D	\$ 121.0243 10,156
Class A	12/09/2011		S		200	D	\$ 121.03 9,956

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Common
Stock

Class A Common Stock	12/09/2011	S	116	D	\$ 121.0345	9,840	D
Class A Common Stock	12/09/2011	S	100	D	\$ 121.04	9,740	D
Class A Common Stock	12/09/2011	S	100	D	\$ 121.06	9,640	D
Class A Common Stock	12/09/2011	S	100	D	\$ 121.085	9,540	D
Class A Common Stock	12/09/2011	S	100	D	\$ 121.15	9,440	D
Class A Common Stock	12/09/2011	S	300	D	\$ 121.17	9,140	D
Class A Common Stock	12/09/2011	S	100	D	\$ 121.205	9,040	D
Class A Common Stock	12/09/2011	S	100	D	\$ 121.23	8,940	D
Class A Common Stock	12/09/2011	S	84	D	\$ 121.25	8,856	D
Class A Common Stock	12/09/2011	S	100	D	\$ 121.26	8,756	D
Class A Common Stock	12/09/2011	S	100	D	\$ 121.27	8,656	D
Class A Common Stock	12/09/2011	S	100	D	\$ 121.3	8,556	D
Class A Common Stock	12/09/2011	S	100	D	\$ 121.35	8,456	D
Class A Common Stock	12/09/2011	S	100	D	\$ 121.38	8,356	D

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Class A Common Stock	12/09/2011	S	100	D	\$ 121.39	8,256	D
Class A Common Stock	12/09/2011	S	60	D	\$ 121.42	8,196	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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 4.7	12/09/2011		M		12,500		<u>(2)</u>	07/26/2012	Class A Common Stock	12,500

Reporting Owners

Reporting Owner Name / Address	Relationships
BEDELL JEFFREY A C/O MICROSTRATEGY INCORPORATED 1850 TOWERS CRESCENT PLAZA TYSONS CORNER, VA 22182	Director 10% Owner Officer Other EVP, Technology and CTO

Signatures

/s/ Jeffery A.
Bedell 12/12/2011

**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 12/09/2011 at the same price have been reported on an aggregate basis on a
(1) 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 12,500 shares exercised on 12/09/2011 pursuant to this stock option vested on 07/26/2005. The remaining 12,500 shares subject to the stock option vested on 07/26/2006.
(3) 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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