

KLEIN JONATHAN F

Form 4

August 30, 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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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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)

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)

08/26/2011

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 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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Class A Common Stock	08/26/2011		M	4,873	A \$ 4.7	4,873	D
Class A Common Stock	08/26/2011		M	5,127	A \$ 20.69	10,000	D
Class A Common Stock	08/26/2011		S	5,000	D \$ 112	5,000 <u>(1)</u>	D
Class A	08/26/2011		S	5,000	D \$ 114	0	D

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Common
Stock

Class A Common Stock	08/29/2011	M	20,000	A	\$ 20.69	20,000	D
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Class A Common Stock	08/29/2011	S	2,500	D	\$ 117	17,500	D
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Class A Common Stock	08/29/2011	S	2,500	D	\$ 118	15,000	D
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Class A Common Stock	08/29/2011	S	2,500	D	\$ 119	12,500	D
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Class A Common Stock	08/29/2011	S	2,500	D	\$ 120	10,000	D
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Class A Common Stock	08/29/2011	S	5,000	D	\$ 120.5	5,000	D
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Class A Common Stock	08/29/2011	S	5,000	D	\$ 121	0	D
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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	\$ 4.7	08/26/2011		M		4,873		<u>(2)</u>	07/26/2012	Class A Common Stock	4,873

(right to
buy)

Employee

Stock

Option \$ 20.69 08/26/2011

M

5,127

(3)

02/08/2013

Class A
Common
Stock

5,127

(right to
buy)

Employee

Stock

Option \$ 20.69 08/29/2011

M

20,000

(4)

02/08/2013

Class A
Common
Stock

20,000

(right to
buy)

Reporting Owners

Reporting Owner Name / Address**Relationships**

Director

10% Owner

Officer

Other

KLEIN JONATHAN F
C/O MICROSTRATEGY INCORPORATED
1850 TOWERS CRESCENT PLAZA
TYSONS CORNER, VA 22182

EVP, Law & General Counsel

Signatures

/s/ Jonathan F.
Klein

08/30/2011

__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 the same day at the same price have been reported on an aggregate basis on
(1) 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 4,873 shares exercised on 08/26/2011 pursuant to this stock option vested on 07/26/2006.

(3) The 5,127 shares exercised on 08/26/2011 pursuant to this stock option vested on 02/08/2006. Of the remaining 20,000 shares subject to the stock option, 10,000 shares vested on 02/08/2007 and 10,000 shares vested on 02/08/2008.

(4) Of the 20,000 shares exercised on 08/29/2011 pursuant to this stock option, 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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