

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 Ownership (Instr. 4)			
			Code	V	Amount	(D)	Price			
Class A Common Stock	05/09/2011		S		500	D	\$ 135.265	12,268	I	Shares owned by LLC
Class A Common Stock	05/09/2011		S		100	D	\$ 135.268	12,168	I	Shares owned by LLC
Class A Common Stock	05/09/2011		S		1,100	D	\$ 135.27	11,068	I	Shares owned by LLC
Class A Common Stock	05/09/2011		S		100	D	\$ 135.276	10,968	I	Shares

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Common Stock								owned by LLC
Class A Common Stock	05/09/2011	S	200	D	\$ 135.278	10,768	I	Shares owned by LLC
Class A Common Stock	05/09/2011	S	700	D	\$ 135.286	10,068	I	Shares owned by LLC
Class A Common Stock	05/09/2011	S	400	D	\$ 135.3	9,668	I	Shares owned by LLC
Class A Common Stock	05/09/2011	S	50	D	\$ 135.306	9,618	I	Shares owned by LLC
Class A Common Stock	05/09/2011	S	400	D	\$ 135.31	9,218	I	Shares owned by LLC
Class A Common Stock	05/09/2011	S	100	D	\$ 135.34	9,118	I	Shares owned by LLC
Class A Common Stock	05/09/2011	S	100	D	\$ 135.3401	9,018	I	Shares owned by LLC
Class A Common Stock	05/09/2011	S	600	D	\$ 135.35	8,418	I	Shares owned by LLC
Class A Common Stock	05/09/2011	S	999	D	\$ 135.36	7,419	I	Shares owned by LLC
Class A Common Stock	05/09/2011	S	719	D	\$ 135.37	6,700	I	Shares owned by LLC
Class A Common Stock	05/09/2011	S	100	D	\$ 135.38	6,600	I	Shares owned by LLC
Class A Common Stock	05/09/2011	S	200	D	\$ 135.39	6,400	I	Shares owned by LLC
Class A Common Stock	05/09/2011	S	500	D	\$ 135.4	5,900	I	Shares owned by LLC
Class A Common Stock	05/09/2011	S	527	D	\$ 135.41	5,373	I	Shares owned by LLC

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Class A Common Stock	05/09/2011	S	800	D	\$ 135.42	4,573	I	Shares owned by LLC
Class A Common Stock	05/09/2011	S	100	D	\$ 135.43	4,473	I	Shares owned by LLC
Class A Common Stock	05/09/2011	S	200	D	\$ 135.48	4,273	I	Shares owned by LLC
Class A Common Stock	05/09/2011	S	100	D	\$ 135.49	4,173	I	Shares owned by LLC
Class A Common Stock	05/09/2011	S	500	D	\$ 135.5	3,673	I	Shares owned by LLC
Class A Common Stock	05/09/2011	S	273	D	\$ 135.53	3,400	I	Shares owned by LLC
Class A Common Stock	05/09/2011	S	100	D	\$ 135.54	3,300	I	Shares owned by LLC
Class A Common Stock	05/09/2011	S	100	D	\$ 135.65	3,200	I	Shares owned by LLC
Class A Common Stock	05/09/2011	S	100	D	\$ 135.66	3,100	I	Shares owned by LLC
Class A Common Stock	05/09/2011	S	100	D	\$ 135.7	3,000	I	Shares owned by LLC
Class A Common Stock	05/09/2011	S	200	D	\$ 135.71	2,800	I	Shares owned by LLC
Class A Common Stock	05/09/2011	S	100	D	\$ 135.7101	2,700	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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**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).

### Remarks:

This is the fourth 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. 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.