

KLEIN JONATHAN F

Form 4

February 04, 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

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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)

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
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 (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	02/02/2011		M		2,750	A	\$ 4.7 2,750
Class A Common Stock	02/02/2011		M		2,750	A	\$ 20.69 5,500
Class A Common Stock	02/02/2011		S		2,989	D	\$ 110.25 2,511 ⁽¹⁾
Class A	02/02/2011		S		300	D	\$ 110.29 2,211

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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	<u>(2)</u> 07/26/2012	Class A Common Stock	2,750
Employee Stock Option (right to buy)	\$ 20.69	02/02/2011		M	2,750	<u>(3)</u> 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).

(1) 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.

(2) 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.

(3) 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.

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