

Zolfaghari Paul N
Form 4
December 03, 2009

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 *
Zolfaghari Paul N

(Last) (First) (Middle)

C/O MICROSTRATEGY
INCORPORATED, 1861
INTERNATIONAL DRIVE

(Street)

MCLEAN, VA 22102

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MICROSTRATEGY INC [MSTR]

3. Date of Earliest Transaction
(Month/Day/Year)
12/01/2009

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, Worldwide Sales & Ops

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 Beneficial Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Class A Common Stock	12/01/2009		M	1,200	A	\$ 4.7	1,366	D
Class A Common Stock	12/01/2009		M	1,300	A	\$ 20.69	2,666	D
Class A Common Stock	12/01/2009		S	100	D	\$ 89.51	2,566 ⁽¹⁾	D
Class A Common Stock	12/01/2009		S	1,300	D	\$	1,266	D

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Common Stock						89.512	
Class A Common Stock	12/01/2009	S	100	D	\$ 89.52	1,166	D
Class A Common Stock	12/01/2009	S	400	D	\$ 89.53	766	D
Class A Common Stock	12/01/2009	S	100	D	\$ 89.56	666	D
Class A Common Stock	12/01/2009	S	100	D	\$ 89.59	566	D
Class A Common Stock	12/01/2009	S	300	D	\$ 89.6	266	D
Class A Common Stock	12/01/2009	S	100	D	\$ 89.61	166	D
Class A Common Stock	12/02/2009	M	1,050	A	\$ 4.7	1,216	D
Class A Common Stock	12/02/2009	M	1,450	A	\$ 20.69	2,666	D
Class A Common Stock	12/02/2009	S	1,359	D	\$ 89.802	1,307	D
Class A Common Stock	12/02/2009	S	476	D	\$ 89.81	831	D
Class A Common Stock	12/02/2009	S	24	D	\$ 89.82	807	D
Class A Common Stock	12/02/2009	S	20	D	\$ 89.86	787	D
Class A Common Stock	12/02/2009	S	2	D	\$ 89.91	785	D
Class A Common Stock	12/02/2009	S	2	D	\$ 89.92	783	D

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Class A Common Stock	12/02/2009	S	400	D	\$ 89.99	383	D
Class A Common Stock	12/02/2009	S	217	D	\$ 90.01	166	D

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)

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 (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	12/01/2009		M	1,200	⁽²⁾ 07/26/2012	Class A Common Stock	1,200
Employee Stock Option (right to buy)	\$ 20.69	12/01/2009		M	1,300	⁽³⁾ 02/08/2013	Class A Common Stock	1,300
Employee Stock Option (right to buy)	\$ 4.7	12/02/2009		M	1,050	⁽⁴⁾ 07/26/2012	Class A Common Stock	1,050
Employee Stock Option (right to buy)	\$ 20.69	12/02/2009		M	1,450	⁽⁵⁾ 02/08/2013	Class A Common Stock	1,450

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Zolfaghari Paul N C/O MICROSTRATEGY INCORPORATED 1861 INTERNATIONAL DRIVE MCLEAN, VA 22102			EVP, Worldwide Sales & Ops	

Signatures

/s/ Paul N.
Zolfaghari

12/03/2009

**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 1,200 shares exercised on 12/01/2009 pursuant to this stock option vested on 07/26/2006. The remaining 1,050 shares subject to the stock option vested on 07/26/2006.
 - (3) Of the 1,300 shares exercised on 12/01/2009 pursuant to this stock option, 750 vested on 02/08/2007 and 550 vested on 02/08/2008. The remaining 1,450 shares subject to the stock option vested on 02/08/2008.
 - (4) The 1,050 shares exercised on 12/02/2009 pursuant to this stock option vested on 07/26/2006.
 - (5) The 1,450 shares exercised on 12/02/2009 pursuant to this stock option vested on 02/08/2008.
 - (6) 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. 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.