

KLEIN JONATHAN F
 Form 4
 November 25, 2009

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
KLEIN JONATHAN F

(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)
11/23/2009

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, Law & General Counsel

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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Class A Common Stock	11/23/2009		M	1,500 A	\$ 4.7	1,500	D
Class A Common Stock	11/23/2009		M	1,500 A	\$ 20.69	3,000	D
Class A Common Stock	11/23/2009		S	2,000 D	\$ 91	1,000 ⁽¹⁾	D
Class A Common Stock	11/23/2009		S	1,000 D	\$ 0	0	D

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Common Stock						90.11		
Class A Common Stock	11/24/2009		M	100	A	\$ 4.7	100	D
Class A Common Stock	11/24/2009		M	100	A	\$ 20.69	200	D
Class A Common Stock	11/24/2009		S	200	D	\$ 90.5	0	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 4.7	11/23/2009		M	1,500	⁽²⁾ 07/26/2012	Class A Common Stock	1,500	
Employee Stock Option (right to buy)	\$ 20.69	11/23/2009		M	1,500	⁽³⁾ 02/08/2013	Class A Common Stock	1,500	
Employee Stock Option (right to buy)	\$ 4.7	11/24/2009		M	100	⁽⁴⁾ 07/26/2012	Class A Common Stock	100	

buy)

Employee

Stock

Option	\$ 20.69	11/24/2009	M	100	(5)	02/08/2013	Class A Common Stock	100
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(right to
buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KLEIN JONATHAN F C/O MICROSTRATEGY INCORPORATED 1861 INTERNATIONAL DRIVE MCLEAN, VA 22102			EVP, Law & General Counsel	

Signatures

/s/ W. Ming Shao,
Attorney-in-Fact

11/25/2009

**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).

(1) Separate open market sale transactions that were executed on the same day 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 1,500 shares exercised on 11/23/2009 pursuant to this stock option vested on 07/26/2004. Of the remaining 37,022 shares subject to the stock option, 2,022 shares vested on 07/26/2004; 17,500 shares vested on 07/26/2005; and 17,500 shares vested on 07/26/2006.

(3) The 1,500 shares exercised on 11/23/2009 pursuant to this stock option vested on 02/08/2005. Of the remaining 37,285 shares subject to the stock option, 7,285 shares vested on 02/08/2005; 10,000 shares vested on 02/08/2006; 10,000 shares vested on 02/08/2007; and 10,000 shares vested on 02/08/2008.

(4) The 100 shares exercised on 11/24/2009 pursuant to this stock option vested on 07/26/2004. Of the remaining 36,922 shares subject to the stock option, 1,922 shares vested on 07/26/2004; 17,500 shares vested on 07/26/2005; and 17,500 shares vested on 07/26/2006.

(5) The 100 shares exercised on 11/24/2009 pursuant to this stock option vested on 02/08/2005. Of the remaining 37,185 shares subject to the stock option, 7,185 shares vested on 02/08/2005; 10,000 shares vested on 02/08/2006; 10,000 shares vested on 02/08/2007; and 10,000 shares 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.

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