

SAYLOR MICHAEL J
Form 4
March 13, 2012

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)
03/09/2012

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Class A Common Stock | 03/09/2012 | | M | | 15,300 | A | \$ 20.69 |
| Class A Common Stock | 03/09/2012 | | S | | 400 | D | \$ 132.5 |
| Class A Common Stock | 03/09/2012 | | S | | 500 | D | \$ 132.51 |
| Class A Common Stock | 03/09/2012 | | S | | 100 | D | \$ 132.53 |
| | | | | | 14,900 | (I) | |

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| | | | | | | | |
|----------------------------|------------|---|-------|---|----------------|--------|---|
| Common Stock | | | | | | | |
| Class A Common Stock | 03/09/2012 | S | 200 | D | \$ 132.5701 | 14,100 | D |
| Class A Common Stock | 03/09/2012 | S | 200 | D | \$ 132.58 | 13,900 | D |
| Class A Common Stock | 03/09/2012 | S | 100 | D | \$ 132.66 | 13,800 | D |
| Class A Common Stock | 03/09/2012 | S | 100 | D | \$ 132.675 | 13,700 | D |
| Class A Common Stock | 03/09/2012 | S | 300 | D | \$ 132.79 | 13,400 | D |
| Class A Common Stock | 03/09/2012 | S | 300 | D | \$ 133 | 13,100 | D |
| Class A Common Stock | 03/09/2012 | S | 300 | D | \$ 133.03 | 12,800 | D |
| Class A Common Stock | 03/09/2012 | S | 400 | D | \$ 133.0401 | 12,400 | D |
| Class A Common Stock | 03/09/2012 | S | 6,229 | D | \$ 133.1 | 6,171 | D |
| Class A Common Stock | 03/09/2012 | S | 200 | D | \$ 133.11 | 5,971 | D |
| Class A Common Stock | 03/09/2012 | S | 100 | D | \$ 133.115 | 5,871 | D |
| Class A Common Stock | 03/09/2012 | S | 396 | D | \$ 133.12 | 5,475 | D |
| Class A Common Stock | 03/09/2012 | S | 150 | D | \$ 133.13 | 5,325 | D |
| Class A Common Stock | 03/09/2012 | S | 400 | D | \$ 133.1401 | 4,925 | D |

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| | | | | | | | |
|----------------------------|------------|---|-----|---|-------------|-------|---|
| Class A Common Stock | 03/09/2012 | S | 400 | D | \$ 133.15 | 4,525 | D |
| Class A Common Stock | 03/09/2012 | S | 700 | D | \$ 133.18 | 3,825 | D |
| Class A Common Stock | 03/09/2012 | S | 900 | D | \$ 133.195 | 2,925 | D |
| Class A Common Stock | 03/09/2012 | S | 300 | D | \$ 133.2 | 2,625 | D |
| Class A Common Stock | 03/09/2012 | S | 100 | D | \$ 133.205 | 2,525 | D |
| Class A Common Stock | 03/09/2012 | S | 300 | D | \$ 133.25 | 2,225 | D |
| Class A Common Stock | 03/09/2012 | S | 200 | D | \$ 133.255 | 2,025 | D |
| Class A Common Stock | 03/09/2012 | S | 600 | D | \$ 133.26 | 1,425 | D |
| Class A Common Stock | 03/09/2012 | S | 200 | D | \$ 133.2601 | 1,225 | D |
| Class A Common Stock | 03/09/2012 | S | 200 | D | \$ 133.27 | 1,025 | D |
| Class A Common Stock | 03/09/2012 | S | 25 | D | \$ 133.275 | 1,000 | D |
| Class A Common Stock | 03/09/2012 | S | 100 | D | \$ 133.28 | 900 | 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)

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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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (right to buy) | \$ 20.69 | 03/09/2012 | | M | 15,300 | (2) | 02/08/2013 | Class A Common Stock | 15,300 |

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 | |

Signatures

/s/ Michael J.

Saylor

03/13/2012

**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 03/09/2012 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 15,300 shares exercised on 03/09/2012 pursuant to this stock option vested on 02/28/2004. Of the remaining 377,846 shares pursuant to this stock option, 49,846 shares vested on 02/28/2004, 82,000 shares vested on 02/28/2005, 82,000 shares vested on 02/08/2006, 82,000 shares vested on 02/08/2007, and 82,000 shares vested on 02/08/2008.

(3) See Exhibit A.

Remarks:

This is the first Form 4 of two Form 4 filings made by the reporting person to report transactions that occurred on March 9, 2012.

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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