

SAYLOR MICHAEL J

Form 4

December 09, 2009

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SAYLOR MICHAEL J

(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)

12/07/2009

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)

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	12/07/2009		M		6,404	A \$ 20.69	6,404	D	
Class A Common Stock	12/07/2009		S		900	D \$ 89.75	5,504 ⁽¹⁾	D	
Class A Common Stock	12/07/2009		S		300	D \$ 89.76	5,204	D	
Class A	12/07/2009		S		400	D \$	4,804	D	

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Common Stock						89.77		
Class A Common Stock	12/07/2009	S	200	D	\$ 89.79	4,604	D	
Class A Common Stock	12/07/2009	S	683	D	\$ 89.85	3,921	D	
Class A Common Stock	12/07/2009	S	100	D	\$ 89.86	3,821	D	
Class A Common Stock	12/07/2009	S	100	D	\$ 89.87	3,721	D	
Class A Common Stock	12/07/2009	S	17	D	\$ 89.88	3,704	D	
Class A Common Stock	12/07/2009	S	100	D	\$ 89.89	3,604	D	
Class A Common Stock	12/07/2009	S	1,304	D	\$ 90	2,300	D	
Class A Common Stock	12/07/2009	S	300	D	\$ 90.35	2,000	D	
Class A Common Stock	12/07/2009	S	1,300	D	\$ 90.4	700	D	
Class A Common Stock	12/07/2009	S	600	D	\$ 90.41	100	D	
Class A Common Stock	12/07/2009	S	100	D	\$ 90.42	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)

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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. D S (I
Employee Stock Option (right to buy)	\$ 20.69	12/07/2009		M	6,404	(2) 02/08/2013	Class A Common Stock	6,404

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SAYLOR MICHAEL J C/O MICROSTRATEGY INCORPORATED 1861 INTERNATIONAL DRIVE MCLEAN, VA 22102	X	X	Chairman, President and CEO	

Signatures

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

12/09/2009

**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 12/07/2009 at the same price have been reported on an aggregate basis on a
(1) 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.

The 6,404 shares exercised on 12/07/2009 pursuant to this stock option vested on 02/28/2004. Of the remaining 393,396 shares subject to
(2) the stock option, 65,396 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.

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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