

SAYLOR MICHAEL J

Form 4

May 16, 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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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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, 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)
05/12/2011

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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	05/12/2011		S		106	D	\$ 138.37	224	I	Shares owned by LLC
Class A Common Stock	05/12/2011		S		176	D	\$ 138.39	48	I	Shares owned by LLC
Class A Common Stock	05/12/2011		S		48	D	\$ 138.63	0	I	Shares owned by LLC
Class A	05/13/2011		C		3,332	A	<u>(1)</u>	3,332	I	Shares

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Common Stock									owned by LLC
Class A Common Stock	05/13/2011	S	701	D	\$ 138	2,631 ⁽²⁾	I		Shares owned by LLC
Class A Common Stock	05/13/2011	S	400	D	\$ 138.0001	2,231	I		Shares owned by LLC
Class A Common Stock	05/13/2011	S	100	D	\$ 138.01	2,131	I		Shares owned by LLC
Class A Common Stock	05/13/2011	S	99	D	\$ 138.11	2,032	I		Shares owned by LLC
Class A Common Stock	05/13/2011	S	200	D	\$ 138.23	1,832	I		Shares owned by LLC
Class A Common Stock	05/13/2011	S	200	D	\$ 138.24	1,632	I		Shares owned by LLC
Class A Common Stock	05/13/2011	S	100	D	\$ 138.26	1,532	I		Shares owned by LLC
Class A Common Stock	05/13/2011	S	200	D	\$ 138.265	1,332	I		Shares owned by LLC
Class A Common Stock	05/13/2011	S	100	D	\$ 138.27	1,232	I		Shares owned by LLC
Class A Common Stock	05/13/2011	S	200	D	\$ 138.2701	1,032	I		Shares owned by LLC
Class A Common Stock	05/13/2011	S	100	D	\$ 138.28	932	I		Shares owned by LLC
Class A Common Stock	05/13/2011	S	200	D	\$ 138.2801	732	I		Shares owned by LLC
Class A Common Stock	05/13/2011	S	200	D	\$ 138.29	532	I		Shares owned by LLC
Class A Common Stock	05/13/2011	S	100	D	\$ 138.31	432	I		Shares owned by LLC

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Class A Common Stock	05/13/2011	S	5	D	\$ 138.46	427	I	Shares owned by LLC
Class A Common Stock	05/13/2011	S	400	D	\$ 138.6	27	I	Shares owned by LLC
Class A Common Stock	05/13/2011	S	27	D	\$ 138.7	0	I	Shares owned by LLC

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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	
ALCANTARA LLC C/O MICHAEL J. SAYLOR 1850 TOWERS CRESCENT PLAZA TYSONS CORNER, VA 22182		X		

Signatures

/s/ Michael J. Saylor, Individually and as Sole Member of Alcantara
LLC

05/16/2011

____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) These shares were acquired upon conversion of shares of Class B Common Stock, which were convertible on a 1-for-1 basis into shares of Class A Common Stock.

Separate open market sale transactions that were executed on 05/13/2011 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)

Remarks:

This is the second Form 4 of two Form 4 filings made by the reporting person to report transactions that occurred on May 12, 2011.

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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