MICROSTRATEGY INC

Form 4

March 14, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

0.5

January 31, Expires: 2005

OMB APPROVAL

Estimated average burden hours per

response...

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations may continue. See Instruction

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(b).

(Last)

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

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(First)

(Middle)

MICROSTRATEGY INC [MSTR]

(Check all applicable)

C/O MICROSTRATEGY **INCORPORATED, 1861**

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

03/10/2006

Director 10% Owner _X__ Officer (give title Other (specify below)

VP, Law and General Counsel

INTERNATIONAL DRIVE

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

MCLEAN, VA 22102

(City)	(State) (Z	(Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
1.Title of Security (Instr. 3)	(Month/Day/Year) Execution Date, if any		3. Transaction Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)			
Class A Common Stock	03/10/2006		M	50	A	\$ 31.5	50	D		
Class A Common Stock	03/10/2006		M	13	A	\$ 24.8	63	D		
Class A Common Stock	03/10/2006		M	654	A	\$ 4.7	717	D		
Class A	03/10/2006		S	500	D	\$	217 (1)	D		

Edgar Filing: MICROSTRATEGY INC - Form 4

Common 100
Stock

Class A
Common 03/10/2006 S 217 D \$99.5 0 D
Stock

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)

8. I Der Sec (Ins

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)	Transaction of Code Derivative		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 Options (right to buy)	\$ 31.5	03/10/2006		M		50	<u>(2)</u>	04/01/2008	Class A Common Stock	50
Employee Stock Options (right to buy)	\$ 24.8	03/10/2006		M		13	(3)	04/18/2011	Class A Common Stock	13
Employee Stock Options (right to buy)	\$ 4.7	03/10/2006		M		654	<u>(4)</u>	07/26/2012	Class A Common Stock	654

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners 2

Edgar Filing: MICROSTRATEGY INC - Form 4

Director 10% Owner Officer Other

KLEIN JONATHAN F C/O MICROSTRATEGY INCORPORATED 1861 INTERNATIONAL DRIVE MCLEAN, VA 22102

VP, Law and General Counsel

Signatures

Jonathan F. 03/14/2006 Klein

**Signature of Date

Reporting Person

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) 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 50 shares exercised on 03/10/2006 pursuant to this stock option vested in five equal annual installments beginning on 04/01/1999.
- (3) The 13 shares exercised on 03/10/2006 pursuant to this stock option vested on 04/18/2005.
- (4) The 654 shares exercised on 03/10/2006 pursuant to this stock option vested on 07/26/2004. Of the remaining 49,346 shares subject to the stock option, 14,346 shares vested on 07/26/2004, 17,500 shares vested on 07/26/2005 and 17,500 shares vest on 07/26/2006.
- (5) 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.

Signatures 3