

MICROSTRATEGY INC

Form 4

November 09, 2007

**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  
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2005  
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response... 0.5

(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)

11/07/2007

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)

VP, Law and 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             |                                         | (A)<br>or<br>(D)                                                    |                                                                                                                    |                                                                      |                                                                   |
| Class A<br>Common<br>Stock            | 11/07/2007                              |                                                             | M                                       | 2,250                                                               | A \$ 4.7                                                                                                           | 2,250                                                                | D                                                                 |
| Class A<br>Common<br>Stock            | 11/07/2007                              |                                                             | M                                       | 2,250                                                               | A \$ 20.69                                                                                                         | 4,500                                                                | D                                                                 |
| Class A<br>Common<br>Stock            | 11/07/2007                              |                                                             | S                                       | 1,000                                                               | D \$ 111.75                                                                                                        | 3,500 <sup>(1)</sup>                                                 | D                                                                 |
| Class A                               | 11/07/2007                              |                                                             | S                                       | 1,000                                                               | D \$ 112                                                                                                           | 2,500                                                                | D                                                                 |

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Common  
Stock

|                            |            |   |     |   |              |       |   |
|----------------------------|------------|---|-----|---|--------------|-------|---|
| Class A<br>Common<br>Stock | 11/07/2007 | S | 100 | D | \$<br>112.04 | 2,400 | D |
|----------------------------|------------|---|-----|---|--------------|-------|---|

|                            |            |   |     |   |              |       |   |
|----------------------------|------------|---|-----|---|--------------|-------|---|
| Class A<br>Common<br>Stock | 11/07/2007 | S | 400 | D | \$<br>112.08 | 2,000 | D |
|----------------------------|------------|---|-----|---|--------------|-------|---|

|                            |            |   |       |   |              |   |   |
|----------------------------|------------|---|-------|---|--------------|---|---|
| Class A<br>Common<br>Stock | 11/07/2007 | S | 2,000 | D | \$<br>112.25 | 0 | D |
|----------------------------|------------|---|-------|---|--------------|---|---|

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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    | 8                          |                                        |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|----------------------------|----------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                               | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date | Title                      | Amount<br>or<br>Number<br>of<br>Shares |
| Employee<br>Stock<br>Option<br>(right to<br>buy)    | \$ 4.7                                                                | 11/07/2007                              |                                                             | M                                       |                                                                                                                 | 2,250                                                          |     | <u>(2)</u>                                                          | 07/26/2012         | Class A<br>Common<br>Stock | 2,250                                  |
| Employee<br>Stock<br>Option<br>(right to<br>buy)    | \$ 20.69                                                              | 11/07/2007                              |                                                             | M                                       |                                                                                                                 | 2,250                                                          |     | <u>(3)</u>                                                          | 02/08/2013         | Class A<br>Common<br>Stock | 2,250                                  |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director    10% Owner    Officer

Other

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

VP, Law and General Counsel

## Signatures

/s/ Jonathan F.  
Klein

11/09/2007

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 11/07/2007 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.
  - (1) The 2,250 shares exercised on 11/07/2007 pursuant to this stock option vested on 07/26/2004. Of the remaining 40,522 shares subject to the stock option, 5,522 shares vested on 07/26/2004, 17,500 shares vested on 07/26/2005 and 17,500 shares vested on 07/26/2006.
  - (2) The 2,250 shares exercised on 11/07/2007 pursuant to this stock option vested on 02/08/2004. Of the remaining 45,750 shares subject to the stock option, 5,750 shares vested on 02/08/2004, 10,000 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 will vest 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. 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.