

Zolfaghari Paul N
Form 4
November 18, 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 *
Zolfaghari Paul N

(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)

11/16/2009

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

EVP, Worldwide Sales & Ops

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)
				(A) or (D)			
Class A Common Stock	11/16/2009		M	1,000	A \$ 4.7	1,166	D
Class A Common Stock	11/16/2009		M	1,000	A \$ 20.69	2,166	D
Class A Common Stock	11/16/2009		S	2,000	D \$ 90	166	D
Class A	11/17/2009		M	1,000	A \$ 4.7	1,166	D

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Common
Stock

Class A Common Stock	11/17/2009	M	1,000	A	\$ 20.69	2,166	D
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Class A Common Stock	11/17/2009	S	2,000	D	\$ 91	166 ⁽¹⁾	D
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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)

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 (1
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Option (right to buy)	\$ 4.7	11/16/2009		M	1,000	<u>(2)</u>	07/26/2012	Class A Common Stock	1,000	
Employee Stock Option (right to buy)	\$ 20.69	11/16/2009		M	1,000	<u>(3)</u>	02/08/2013	Class A Common Stock	1,000	
Employee Stock Option (right to buy)	\$ 4.7	11/17/2009		M	1,000	<u>(4)</u>	07/26/2012	Class A Common Stock	1,000	
Employee Stock	\$ 20.69	11/17/2009		M	1,000	<u>(5)</u>	02/08/2013	Class A Common	1,000	

Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Zolfaghari Paul N C/O MICROSTRATEGY INCORPORATED 1861 INTERNATIONAL DRIVE MCLEAN, VA 22102			EVP, Worldwide Sales & Ops	

Signatures

/s/ Paul N.
Zolfaghari

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 11/17/2009 at the same price have been reported on an aggregate basis on a single line in Table I.
- (2) Of the 1,000 shares exercised on 11/16/2009 pursuant to this stock option, 125 vested on 07/26/2005 and 875 vested on 07/26/2006. The remaining 3,250 shares subject to the stock option vested on 07/26/2006.
- (3) Of the 1,000 shares exercised on 11/16/2009 pursuant to this stock option, 750 vested on 02/08/2006 and 250 vested on 02/08/2007. Of the remaining 3,750 shares subject to the stock option, 1,750 shares vested on 02/08/2007 and 2,000 shares vested on 02/08/2008.
- (4) The 1,000 shares exercised on 11/17/2009 pursuant to this stock option vested on 07/26/2006. The remaining 2,250 shares subject to the stock option vested on 07/26/2006.
- (5) The 1,000 shares exercised on 11/17/2009 pursuant to this stock option vested on 02/08/2007. Of the remaining 2,750 shares subject to the stock option, 750 shares vested on 02/08/2007 and 2,000 shares vested on 02/08/2008.
- (6) 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.