

KLEIN JONATHAN F

Form 4

September 08, 2010

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

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(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)

09/03/2010

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, Law & General Counsel

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	09/03/2010		M		1,500	A	\$ 4.7 1,500
Class A Common Stock	09/03/2010		M		1,500	A	\$ 20.69 3,000
Class A Common Stock	09/03/2010		S		3,000	D	\$ 81.27 0 ⁽¹⁾
Class A	09/07/2010		M		400	A	\$ 4.7 400

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Common
Stock

Class A Common Stock	09/07/2010	M	407	A	\$ 20.69	807	D
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Class A Common Stock	09/07/2010	S	800	D	\$ 81.67	7	D
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Class A Common Stock	09/07/2010	S	7	D	\$ 81.6701	0	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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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	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 4.7	09/03/2010		M		1,500		<u>(2)</u>	07/26/2012	Class A Common Stock	1,500
Employee Stock Option (right to buy)	\$ 20.69	09/03/2010		M		1,500		<u>(3)</u>	02/08/2013	Class A Common Stock	1,500
Employee Stock Option (right to	\$ 4.7	09/07/2010		M		400		<u>(4)</u>	07/26/2012	Class A Common Stock	400

buy)

Employee

Stock

Option	\$ 20.69	09/07/2010	M	407	(5)	02/08/2013	Class A Common Stock	407
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(right to
buy)

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

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

EVP, Law & General Counsel

Signatures

/s/ Jonathan F.
Klein 09/08/2010

__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) Separate open market sale transactions that were executed on the same day 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) The 1,500 shares exercised on 09/03/2010 pursuant to this stock option vested on 07/26/2004. Of the remaining 35,272 shares subject to the stock option, 272 shares vested on 07/26/2004; 17,500 shares vested on 07/26/2005; and 17,500 shares vested on 07/26/2006.

(3) The 1,500 shares exercised on 09/03/2010 pursuant to this stock option vested on 02/08/2005. Of the remaining 35,535 shares subject to the stock option, 5,535 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 vested on 02/08/2008.

(4) Of the 400 shares exercised on 09/07/2010 pursuant to this stock option, 272 shares vested on 07/26/2004 and 128 shares vested on 07/26/2005. Of the remaining 34,872 shares subject to the stock option, 17,372 shares vested on 07/26/2005 and 17,500 shares vested on 07/26/2006.

(5) The 407 shares exercised on 09/07/2010 pursuant to this stock option vested on 02/08/2005. Of the remaining 35,128 shares subject to the stock option, 5,128 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 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.

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