

KLEIN JONATHAN F
Form 4
December 12, 2007

FORM 4

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

OMB APPROVAL

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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

(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)
12/10/2007

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)
EVP, Law & 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 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)	
				(A) or (D)	Price			
				Code	V	Amount		
Class A Common Stock	12/10/2007		M	2,000	A	\$ 4.7	2,000	D
Class A Common Stock	12/10/2007		M	5,000	A	\$ 20.69	7,000	D
Class A Common Stock	12/10/2007		S	2,000	D	\$ 103	5,000 ⁽¹⁾	D
Class A Common Stock	12/10/2007		S	200	D	\$	4,800	D

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Common Stock					103.02		
Class A Common Stock	12/10/2007	S	500	D	\$ 103.03	4,300	D
Class A Common Stock	12/10/2007	S	200	D	\$ 103.04	4,100	D
Class A Common Stock	12/10/2007	S	100	D	\$ 103.05	4,000	D
Class A Common Stock	12/10/2007	S	300	D	\$ 103.06	3,700	D
Class A Common Stock	12/10/2007	S	100	D	\$ 103.09	3,600	D
Class A Common Stock	12/10/2007	S	100	D	\$ 103.11	3,500	D
Class A Common Stock	12/10/2007	S	94	D	\$ 103.15	3,406	D
Class A Common Stock	12/10/2007	S	600	D	\$ 103.16	2,806	D
Class A Common Stock	12/10/2007	S	6	D	\$ 103.22	2,800	D
Class A Common Stock	12/10/2007	S	200	D	\$ 103.29	2,600	D
Class A Common Stock	12/10/2007	S	100	D	\$ 103.31	2,500	D
Class A Common Stock	12/10/2007	S	1,000	D	\$ 103.5	1,500	D
Class A Common Stock	12/10/2007	S	1,000	D	\$ 103.75	500	D
Class A Common Stock	12/10/2007	S	500	D	\$ 103.85	0	D

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 12/10/2007 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.

(2) The 2,000 shares exercised on 12/10/07 pursuant to this stock option vested on 07/26/2004. Of the remaining 38,522 shares subject to the stock option, 3,522 shares vested on 07/26/2004; 17,500 shares vested on 07/26/2005; and 17,500 shares vested on 07/26/2006.

(3) 3,785 of the 5,000 shares exercised on 12/10/07 pursuant to this stock option vested on 02/08/2004 and 1,215 of the 5,000 shares exercised on 12/10/07 pursuant to this stock option vested on 02/08/2005. Of the remaining 38,785 shares subject to the stock option, 8,785 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.

(4) 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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