

SAYLOR MICHAEL J
Form 4
December 09, 2009

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
SAYLOR MICHAEL J

2. Issuer Name and Ticker or Trading Symbol
MICROSTRATEGY INC [MSTR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, President and CEO

(Last) (First) (Middle)
C/O MICROSTRATEGY
INCORPORATED, 1861
INTERNATIONAL DRIVE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/07/2009

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

MCLEAN, VA 22102

(City) (State) (Zip)

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)	Price		
				Code	V	Amount	
Class A Common Stock	12/07/2009		M		6,404	\$ 20.69	6,404 D
Class A Common Stock	12/07/2009		S		900	\$ 89.75	5,504 ⁽¹⁾ D
Class A Common Stock	12/07/2009		S		300	\$ 89.76	5,204 D
Class A Common Stock	12/07/2009		S		400	\$	4,804 D

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Common Stock						89.77	
Class A Common Stock	12/07/2009	S	200	D	\$ 89.79	4,604	D
Class A Common Stock	12/07/2009	S	683	D	\$ 89.85	3,921	D
Class A Common Stock	12/07/2009	S	100	D	\$ 89.86	3,821	D
Class A Common Stock	12/07/2009	S	100	D	\$ 89.87	3,721	D
Class A Common Stock	12/07/2009	S	17	D	\$ 89.88	3,704	D
Class A Common Stock	12/07/2009	S	100	D	\$ 89.89	3,604	D
Class A Common Stock	12/07/2009	S	1,304	D	\$ 90	2,300	D
Class A Common Stock	12/07/2009	S	300	D	\$ 90.35	2,000	D
Class A Common Stock	12/07/2009	S	1,300	D	\$ 90.4	700	D
Class A Common Stock	12/07/2009	S	600	D	\$ 90.41	100	D
Class A Common Stock	12/07/2009	S	100	D	\$ 90.42	0	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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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. Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 20.69	12/07/2009		M	6,404	(2) 02/08/2013	Class A Common Stock	6,404

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SAYLOR MICHAEL J C/O MICROSTRATEGY INCORPORATED 1861 INTERNATIONAL DRIVE MCLEAN, VA 22102	X	X	Chairman, President and CEO	

Signatures

/s/ W. Ming Shao, Attorney-in-Fact
 12/09/2009
 **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 12/07/2009 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 6,404 shares exercised on 12/07/2009 pursuant to this stock option vested on 02/28/2004. Of the remaining 393,396 shares subject to the stock option, 65,396 shares vested on 02/28/2004, 82,000 shares vested on 02/28/2005, 82,000 shares vested on 02/08/2006, 82,000 shares vested on 02/08/2007 and 82,000 shares vested on 02/08/2008.
 - (2) 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.