

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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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 \*  
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 <sup>(1)</sup>	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

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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. Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 4.7	12/10/2007		M	2,000	<sup>(2)</sup> 07/26/2012	Class A Common Stock	2,000
Employee Stock Option (right to buy)	\$ 20.69	12/10/2007		M	5,000	<sup>(3)</sup> 02/08/2013	Class A Common Stock	5,000

## 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/ W. Ming Shao,  
Attorney-in-Fact

12/12/2007

\*\*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).
  - (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.

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