

KLEIN JONATHAN F
Form 4
August 25, 2011

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O MICROSTRATEGY
INCORPORATED, 1850 TOWERS
CRESCENT PLAZA

3. Date of Earliest Transaction
(Month/Day/Year)
08/23/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, Law & General Counsel

(Street)
TYSONS CORNER, VA 22182

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

(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 Indirect Beneficial Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Class A Common Stock	08/23/2011		M	10,000	A	\$ 4.7	10,000	D
Class A Common Stock	08/23/2011		S	10,000	D	\$ 112	0 ⁽¹⁾	D
Class A Common Stock	08/24/2011		M	10,000	A	\$ 4.7	10,000	D
Class A Common Stock	08/24/2011		S	10,000	D	\$	0	D

Common Stock 115.5

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)

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 4.7	08/23/2011		M	10,000	<u>(2)</u> 07/26/2012	Class A Common Stock 10,000
Employee Stock Option (right to buy)	\$ 4.7	08/24/2011		M	10,000	<u>(3)</u> 07/26/2012	Class A Common Stock 10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KLEIN JONATHAN F C/O MICROSTRATEGY INCORPORATED 1850 TOWERS CRESCENT PLAZA TYSONS CORNER, VA 22182			EVP, Law & General Counsel	

Signatures

/s/ Jonathan F. Klein 08/25/2011

**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 the same day at the same price have been reported on an aggregate basis on a single line in Table I.
- (2) Of the 10,000 shares exercised on 08/23/2011 pursuant to this stock option, 7,373 shares vested on 07/26/2005 and 2,627 shares vested on 07/26/2006. The remaining 14,873 shares subject to the stock option vested on 07/26/2006.
- (3) The 10,000 shares exercised on 08/24/2011 pursuant to this stock option vested on 07/26/2006. The remaining 4,873 shares subject to the stock option vested on 07/26/2006.
- (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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