

SAYLOR MICHAEL J  
Form 4  
May 10, 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 \*  
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, 1850 TOWERS  
CRESCENT PLAZA  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/06/2011

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

TYSONS CORNER, VA 22182

(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            | 05/06/2011                           |  | C                              | 23,089  | A   | Ⓐ  | 23,089  | I | Shares owned by LLC <sup>(2)</sup> |
| Class A Common Stock            | 05/06/2011                           |  | S                              | 1,200   | D   | \$ 135.4   | 21,889 <sup>(3)</sup>                                 | I | Shares owned by LLC                |
| Class A Common Stock            | 05/06/2011                           |  | S                              | 589   | D   | \$ 135.41  | 21,300  | I | Shares owned by LLC                |
| Class A Common Stock            | 05/06/2011                           |  | S                              | 100   | D   | \$ 135.42  | 21,200  | I | Shares                             |

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|                      |            |   |       |   |             |        |   |                     |
|----------------------|------------|---|-------|---|-------------|--------|---|---------------------|
| Common Stock         |            |   |       |   |             |        |   | owned by LLC        |
| Class A Common Stock | 05/06/2011 | S | 400   | D | \$ 135.4775 | 20,800 | I | Shares owned by LLC |
| Class A Common Stock | 05/06/2011 | S | 300   | D | \$ 135.5    | 20,500 | I | Shares owned by LLC |
| Class A Common Stock | 05/06/2011 | S | 300   | D | \$ 135.545  | 20,200 | I | Shares owned by LLC |
| Class A Common Stock | 05/06/2011 | S | 200   | D | \$ 135.55   | 20,000 | I | Shares owned by LLC |
| Class A Common Stock | 05/06/2011 | S | 200   | D | \$ 135.56   | 19,800 | I | Shares owned by LLC |
| Class A Common Stock | 05/06/2011 | S | 300   | D | \$ 135.565  | 19,500 | I | Shares owned by LLC |
| Class A Common Stock | 05/06/2011 | S | 800   | D | \$ 135.57   | 18,700 | I | Shares owned by LLC |
| Class A Common Stock | 05/06/2011 | S | 106   | D | \$ 135.6    | 18,594 | I | Shares owned by LLC |
| Class A Common Stock | 05/06/2011 | S | 200   | D | \$ 135.61   | 18,394 | I | Shares owned by LLC |
| Class A Common Stock | 05/06/2011 | S | 100   | D | \$ 135.62   | 18,294 | I | Shares owned by LLC |
| Class A Common Stock | 05/06/2011 | S | 1,030 | D | \$ 135.63   | 17,264 | I | Shares owned by LLC |
| Class A Common Stock | 05/06/2011 | S | 164   | D | \$ 135.64   | 17,100 | I | Shares owned by LLC |
| Class A Common Stock | 05/06/2011 | S | 281   | D | \$ 135.6801 | 16,819 | I | Shares owned by LLC |
| Class A Common Stock | 05/06/2011 | S | 1,600 | D | \$ 135.7    | 15,219 | I | Shares owned by LLC |

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|                            |            |   |       |   |                |        |   |                           |
|----------------------------|------------|---|-------|---|----------------|--------|---|---------------------------|
| Class A<br>Common<br>Stock | 05/06/2011 | S | 500   | D | \$<br>135.7001 | 14,719 | I | Shares<br>owned by<br>LLC |
| Class A<br>Common<br>Stock | 05/06/2011 | S | 155   | D | \$<br>135.7101 | 14,564 | I | Shares<br>owned by<br>LLC |
| Class A<br>Common<br>Stock | 05/06/2011 | S | 100   | D | \$<br>135.7225 | 14,464 | I | Shares<br>owned by<br>LLC |
| Class A<br>Common<br>Stock | 05/06/2011 | S | 145   | D | \$ 135.727     | 14,319 | I | Shares<br>owned by<br>LLC |
| Class A<br>Common<br>Stock | 05/06/2011 | S | 200   | D | \$ 135.76      | 14,119 | I | Shares<br>owned by<br>LLC |
| Class A<br>Common<br>Stock | 05/06/2011 | S | 100   | D | \$ 135.765     | 14,019 | I | Shares<br>owned by<br>LLC |
| Class A<br>Common<br>Stock | 05/06/2011 | S | 900   | D | \$<br>135.7675 | 13,119 | I | Shares<br>owned by<br>LLC |
| Class A<br>Common<br>Stock | 05/06/2011 | S | 200   | D | \$ 135.81      | 12,919 | I | Shares<br>owned by<br>LLC |
| Class A<br>Common<br>Stock | 05/06/2011 | S | 400   | D | \$ 135.82      | 12,519 | I | Shares<br>owned by<br>LLC |
| Class A<br>Common<br>Stock | 05/06/2011 | S | 200   | D | \$<br>135.8301 | 12,319 | I | Shares<br>owned by<br>LLC |
| Class A<br>Common<br>Stock | 05/06/2011 | S | 2,000 | D | \$ 135.835     | 10,319 | I | Shares<br>owned by<br>LLC |
| Class A<br>Common<br>Stock | 05/06/2011 | S | 180   | D | \$ 135.88      | 10,139 | I | Shares<br>owned by<br>LLC |

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)

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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. P             |                 |                      |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------|-----------------|----------------------|----------------------------|
|  |  |                                      |  | Code                           | V   | (A)  | (D)   | Date Exercisable | Expiration Date | Title                | Amount or Number of Shares |
| Class B Common Stock                       | (4)  | 05/06/2011                           |  | C                              |   | 23,089   | (4)   | (4)              |                 | Class A Common Stock | 23,089                     |
| Class B Common Stock                       | (4)  | 05/09/2011                           |  | C                              |   | 26,300   | (4)   | (4)              |                 | Class A Common Stock | 26,300                     |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                             |       |
|---|---------------|-----------|-----------------------------|-------|
|   | Director      | 10% Owner | Officer                     | Other |
| SAYLOR MICHAEL J<br>C/O MICROSTRATEGY INCORPORATED<br>1850 TOWERS CRESCENT PLAZA<br>TYSONS CORNER, VA 22182 | X             | X         | Chairman, President and CEO |       |
| ALCANTARA LLC<br>C/O MICHAEL J. SAYLOR<br>1850 TOWERS CRESCENT PLAZA<br>TYSONS CORNER, VA 22182             |               | X         |                             |       |

## Signatures

/s/ W. Ming Shao, Attorney-in-Fact 05/10/2011

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) These shares were acquired upon conversion of shares of Class B Common Stock, which were convertible on a 1-for-1 basis into shares of Class A Common Stock.
- (2) Shares that are indicated as being "owned by LLC" are owned directly by Alcantara LLC (the "LLC"), and indirectly by Mr. Saylor as the sole member of the LLC. The LLC's address is the same as Mr. Saylor's address. The LLC has designated Mr. Saylor as the designated filer. Mr. Saylor is an officer, director and ten percent owner of the issuer.
- (3) Separate open market sale transactions that were executed on 05/06/2011 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.

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- (4) Shares of Class B Common Stock are convertible immediately upon receipt into shares of Class A Common Stock on a 1-for-1 basis and have no expiration date.
- (5) See Exhibit A.

### **Remarks:**

This is the first Form 4 of five Form 4 filings made by the reporting person to report transactions that occurred on May 6, 2011.

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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