

KLEIN JONATHAN F
 Form 4
 November 30, 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 *
 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)

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

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 11/25/2009

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 | 11/25/2009 | | M | 150 | A | \$ 4.7 | 150 | D |
| Class A Common Stock | 11/25/2009 | | M | 150 | A | \$ 20.69 | 300 | D |
| Class A Common Stock | 11/25/2009 | | S | 300 | D | \$ 90.5 | 0 ⁽¹⁾ | D |

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. F | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (right to buy) | \$ 4.7 | 11/25/2009 | | M | 150 | <u>(2)</u> 07/26/2012 | Class A Common Stock | 150 | |
| Employee Stock Option (right to buy) | \$ 20.69 | 11/25/2009 | | M | 150 | <u>(3)</u> 02/08/2013 | Class A Common Stock | 150 | |

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/ Jonathan F. Klein 11/30/2009

**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).
- (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) The 150 shares exercised on 11/25/2009 pursuant to this stock option vested on 07/26/2004. Of the remaining 36,772 shares subject to the stock option, 1,772 shares vested on 07/26/2004; 17,500 shares vested on 07/26/2005; and 17,500 shares vested on 07/26/2006.
The 150 shares exercised on 11/25/2009 pursuant to this stock option vested on 02/08/2005. Of the remaining 37,035 shares subject to the
- (3) stock option, 7,035 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 vested 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. 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.