

KLEIN JONATHAN F

Form 4

December 11, 2007

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(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)

12/07/2007

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
\_X\_ Officer (give title \_\_\_\_\_ Other (specify  
below) below)

EVP, Law &amp; General Counsel

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Class A<br>Common<br>Stock            | 12/07/2007                              |                                                             | M                                       | 1,965 D \$ 20.69                                                    | 1,965                                                                                                              | D                                                                    |                                                                   |
| Class A<br>Common<br>Stock            | 12/07/2007                              |                                                             | S                                       | 500 D \$ 102.3                                                      | 1,465 <sup>(1)</sup>                                                                                               | D                                                                    |                                                                   |
| Class A<br>Common<br>Stock            | 12/07/2007                              |                                                             | S                                       | 500 D \$ 102.5                                                      | 965                                                                                                                | D                                                                    |                                                                   |
| Class A                               | 12/07/2007                              |                                                             | S                                       | 500 D \$ 104                                                        | 465                                                                                                                | D                                                                    |                                                                   |

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Common  
Stock

Class A

|                 |            |   |     |   |    |        |   |   |
|-----------------|------------|---|-----|---|----|--------|---|---|
| Common<br>Stock | 12/07/2007 | S | 465 | D | \$ | 104.25 | 0 | D |
|-----------------|------------|---|-----|---|----|--------|---|---|

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |            | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8.                                     |       |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|------------|---------------------------------------------------------------------|----------------------------------------|-------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                               | (A)                                                            | (D)        | Title                                                               | Amount<br>or<br>Number<br>of<br>Shares |       |
| Employee<br>Stock<br>Option<br>(right to<br>buy)    | \$ 20.69                                                              | 12/07/2007                              |                                                             | M                                       |                                                                                                                 | 1,965                                                          | <u>(2)</u> | 02/08/2013                                                          | Class A<br>Common<br>Stock             | 1,965 |

## 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 12/11/2007

\*\*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) 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.  
  
The 1,965 shares exercised on 12/07/2007 pursuant to this stock option vested on 02/08/2004. Of the remaining 43,785 shares subject to the stock option, 3,785 shares vested on 02/08/2004, 10,000 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.
- (3) 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.