

SAYLOR MICHAEL J  
Form 4  
February 28, 2012

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
02/24/2012

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman, President and CEO

C/O MICROSTRATEGY  
INCORPORATED, 1850 TOWERS  
CRESCENT PLAZA

(Street)

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

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	02/28/2012		C	21,400	A	<u>(1)</u>	0 <u>(2)</u> I Shares owned by LLC <u>(3)</u>
Class A Common Stock	02/24/2012		S	5,200	D	\$ 138	0 <u>(2)</u> <u>(4)</u> I Shares owned by LLC
Class A Common Stock	02/24/2012		S	300	D	\$ 138.005	0 <u>(2)</u> I Shares owned by LLC
Class A Common Stock	02/24/2012		S	100	D	\$ 138.01	0 <u>(2)</u> I Shares

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Common Stock								owned by LLC
Class A Common Stock	02/24/2012	S	100	D	\$ 138.02	0 <sup>(2)</sup>	I	Shares owned by LLC
Class A Common Stock	02/24/2012	S	100	D	\$ 138.04	0 <sup>(2)</sup>	I	Shares owned by LLC
Class A Common Stock	02/24/2012	S	200	D	\$ 138.07	0 <sup>(2)</sup>	I	Shares owned by LLC
Class A Common Stock	02/24/2012	S	1,300	D	\$ 138.0725	0 <sup>(2)</sup>	I	Shares owned by LLC
Class A Common Stock	02/24/2012	S	1,200	D	\$ 138.08	0 <sup>(2)</sup>	I	Shares owned by LLC
Class A Common Stock	02/24/2012	S	100	D	\$ 138.17	0 <sup>(2)</sup>	I	Shares owned by LLC
Class A Common Stock	02/24/2012	S	100	D	\$ 138.18	0 <sup>(2)</sup>	I	Shares owned by LLC
Class A Common Stock	02/24/2012	S	100	D	\$ 138.23	0 <sup>(2)</sup>	I	Shares owned by LLC
Class A Common Stock	02/24/2012	S	500	D	\$ 138.25	0 <sup>(2)</sup>	I	Shares owned by LLC
Class A Common Stock	02/24/2012	S	300	D	\$ 138.35	0 <sup>(2)</sup>	I	Shares owned by LLC
Class A Common Stock	02/24/2012	S	200	D	\$ 138.37	0 <sup>(2)</sup>	I	Shares owned by LLC
Class A Common Stock	02/24/2012	S	200	D	\$ 138.39	0 <sup>(2)</sup>	I	Shares owned by LLC
Class A Common Stock	02/24/2012	S	200	D	\$ 138.4	0 <sup>(2)</sup>	I	Shares owned by LLC
Class A Common Stock	02/24/2012	S	100	D	\$ 138.406	0 <sup>(2)</sup>	I	Shares owned by LLC

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Class A Common Stock	02/24/2012		S	100	D	\$ 138.415	0 <u>(2)</u>	I	Shares owned by LLC
Class A Common Stock	02/24/2012		S	1,000	D	\$ 138.6	0 <u>(2)</u>	I	Shares owned by LLC
Class A Common Stock	02/27/2012		S	6,600	D	\$ 139.25	0 <u>(2)</u>	I	Shares owned by LLC
Class A Common Stock	02/27/2012		S	500	D	\$ 139.2501	0 <u>(2)</u>	I	Shares owned by LLC
Class A Common Stock	02/27/2012		S	200	D	\$ 139.255	0 <u>(2)</u>	I	Shares owned by LLC
Class A Common Stock	02/27/2012		S	300	D	\$ 139.27	0 <u>(2)</u>	I	Shares owned by LLC
Class A Common Stock	02/27/2012		S	898	D	\$ 139.29	0 <u>(2)</u>	I	Shares owned by LLC
Class A Common Stock	02/27/2012		S	400	D	\$ 139.3	0 <u>(2)</u>	I	Shares owned by LLC
Class A Common Stock	02/27/2012		S	302	D	\$ 139.31	0 <u>(2)</u>	I	Shares owned by LLC
Class A Common Stock	02/27/2012		S	600	D	\$ 139.3101	0 <u>(2)</u>	I	Shares owned by LLC
Class A Common Stock	02/27/2012		S	200	D	\$ 139.37	0 <u>(2)</u>	I	Shares owned by LLC

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

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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 Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. P Der Sec
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)							
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Class B Common Stock	(5)	02/28/2012	C		21,400		(5)	(5)	Class A Common Stock	21,400	

## Reporting Owners

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

## Signatures

/s/ W. Ming Shao, 02/28/2012  
Attorney-in-Fact

\_\_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.  
The reporting persons converted 21,400 shares of Class B Common Stock into 21,400 shares of Class A Common Stock on February 28, 2012 for the purpose of settling the sale transactions reported on this Form 4. Upon settlement of all of these sale transactions, the reporting persons will beneficially own 0 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 the same day 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.
- (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.
- (6)

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