

SAYLOR MICHAEL J
Form 4
August 15, 2012

FORM 4

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

OMB APPROVAL

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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

(Last) (First) (Middle)

C/O MICROSTRATEGY
INCORPORATED, 1850 TOWERS
CRESCENT PLAZA

(Street)

TYSONS CORNER, VA 22182

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
08/13/2012

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

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 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 Ownership (Instr. 4)			
				(A) or (D)	Price					
				Code	V	Amount				
Class A Common Stock	08/13/2012		M		21,439	A	\$ 20.69	21,439	D	
Class A Common Stock	08/13/2012		S		18,639	D	\$ 126.5512	2,800	D	(1)
Class A Common Stock	08/13/2012		S		1,700	D	\$ 127.1107	1,100	D	(2)
Class A Common Stock	08/13/2012		S		1,100	D	\$	0	D	

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Common Stock						128,207		
						<u>(3)</u>		
Class A Common Stock	08/14/2012		M	18,200	A	\$ 20.69	18,200	D
Class A Common Stock	08/14/2012		S	12,100	D	\$ 125.6088	6,100	D
						<u>(4)</u>		
Class A Common Stock	08/14/2012		S	6,100	D	\$ 126.197	0	D
						<u>(5)</u>		

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 20.69	08/13/2012		M	21,439	<u>(6)</u>	02/08/2013	Class A Common Stock	21,439
Employee Stock Option (right to buy)	\$ 20.69	08/14/2012		M	18,200	<u>(7)</u>	02/08/2013	Class A Common Stock	18,200

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SAYLOR MICHAEL J
C/O MICROSTRATEGY INCORPORATED X X Chairman, President and CEO
1850 TOWERS CRESCENT PLAZA
TYSONS CORNER, VA 22182

Signatures

/s/ W. Ming Shao, 08/15/2012
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) The reported price is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$126.00 to \$126.98, inclusive. The reporting person undertakes to provide to MicroStrategy Incorporated, any security holder of MicroStrategy Incorporated, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each price within the ranges set forth in footnotes 1, 2, 3, 4, and 5 to this Form 4.
 - (2) The reported price is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$127.01 to \$128.00, inclusive.
 - (3) The reported price is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$128.08 to \$128.32, inclusive.
 - (4) The reported price is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$125.00 to \$125.97, inclusive.
 - (5) The reported price is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$126.00 to \$126.43, inclusive.
 - (6) Of the 21,439 shares exercised on 08/13/2012 pursuant to this stock option, 2,737 shares vested on 02/08/2005 and 18,702 shares vested on 02/08/2006. Of the remaining 227,298 shares subject to the stock option, 63,298 shares vested on 02/08/2006, 82,000 shares vested on 02/08/2007, and 82,000 shares vested on 02/08/2008.
 - (7) The 18,200 shares exercised on 08/14/2012 pursuant to this stock option vested on 02/08/2006. Of the remaining 209,098 shares subject to the stock option, 45,098 shares vested on 02/08/2006, 82,000 shares vested on 02/08/2007, and 82,000 shares vested on 02/08/2008.
 - (8) 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.