

SAYLOR MICHAEL J
Form 4
December 12, 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

(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)
12/08/2011

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--------------------|---|--|---|
| | | | | Code | V Amount (D) Price | | | |
| Class A Common Stock | 12/09/2011 | | S | 200 | D \$ 120.1001 | 0 (1) | I | Shares owned by LLC |
| Class A Common Stock | 12/09/2011 | | S | 200 | D \$ 120.11 | 0 (1) | I | Shares owned by LLC |
| Class A Common Stock | 12/09/2011 | | S | 69 | D \$ 120.14 | 0 (1) | I | Shares owned by LLC |
| Class A Common Stock | 12/09/2011 | | S | 700 | D \$ 120.25 | 0 (1) | I | Shares |

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| | | | | | | | | |
|----------------------|------------|---|-------|---|-------------|------------------|---|---------------------|
| Common Stock | | | | | | | | owned by LLC |
| Class A Common Stock | 12/09/2011 | S | 100 | D | \$ 120.28 | 0 ⁽¹⁾ | I | Shares owned by LLC |
| Class A Common Stock | 12/09/2011 | S | 300 | D | \$ 120.33 | 0 ⁽¹⁾ | I | Shares owned by LLC |
| Class A Common Stock | 12/09/2011 | S | 700 | D | \$ 120.3301 | 0 ⁽¹⁾ | I | Shares owned by LLC |
| Class A Common Stock | 12/09/2011 | S | 109 | D | \$ 120.48 | 0 ⁽¹⁾ | I | Shares owned by LLC |
| Class A Common Stock | 12/09/2011 | S | 200 | D | \$ 120.49 | 0 ⁽¹⁾ | I | Shares owned by LLC |
| Class A Common Stock | 12/09/2011 | S | 10 | D | \$ 120.51 | 0 ⁽¹⁾ | I | Shares owned by LLC |
| Class A Common Stock | 12/09/2011 | S | 1,544 | D | \$ 120.6 | 0 ⁽¹⁾ | I | Shares owned by LLC |
| Class A Common Stock | 12/09/2011 | S | 100 | D | \$ 120.63 | 0 ⁽¹⁾ | I | Shares owned by LLC |
| Class A Common Stock | 12/09/2011 | S | 308 | D | \$ 120.7 | 0 ⁽¹⁾ | I | Shares owned by LLC |
| Class A Common Stock | 12/09/2011 | S | 1,225 | D | \$ 121 | 0 ⁽¹⁾ | I | Shares owned by LLC |
| Class A Common Stock | 12/09/2011 | S | 700 | D | \$ 121.0022 | 0 ⁽¹⁾ | I | Shares owned by LLC |
| Class A Common Stock | 12/09/2011 | S | 300 | D | \$ 121.01 | 0 ⁽¹⁾ | I | Shares owned by LLC |
| Class A Common Stock | 12/09/2011 | S | 100 | D | \$ 121.1 | 0 ⁽¹⁾ | I | Shares owned by LLC |
| Class A Common Stock | 12/09/2011 | S | 600 | D | \$ 121.105 | 0 ⁽¹⁾ | I | Shares owned by LLC |

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| | | | | | | | | | |
|----------------------------|------------|--|---|-------|---|-----------|------------------|---|---------------------------|
| Class A Common Stock | 12/09/2011 | | S | 300 | D | \$ 121.11 | 0 ⁽¹⁾ | I | Shares owned by LLC |
| Class A Common Stock | 12/09/2011 | | S | 1 | D | \$ 121.22 | 0 ⁽¹⁾ | I | Shares owned by LLC |
| Class A Common Stock | 12/09/2011 | | S | 599 | D | \$ 121.23 | 0 ⁽¹⁾ | I | Shares owned by LLC |
| Class A Common Stock | 12/09/2011 | | S | 300 | D | \$ 121.24 | 0 ⁽¹⁾ | I | Shares owned by LLC |
| Class A Common Stock | 12/09/2011 | | S | 100 | D | \$ 121.26 | 0 ⁽¹⁾ | I | Shares owned by LLC |
| Class A Common Stock | 12/09/2011 | | S | 1,000 | D | \$ 121.3 | 0 ⁽¹⁾ | I | Shares owned by LLC |
| Class A Common Stock | 12/09/2011 | | S | 1,000 | D | \$ 121.38 | 0 ⁽¹⁾ | I | Shares owned by LLC |
| Class A Common Stock | 12/09/2011 | | S | 275 | D | \$ 121.5 | 0 ⁽¹⁾ | I | Shares owned by LLC |

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.

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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. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Benef Own Follo Repo Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of |

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, 12/12/2011
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 reporting persons converted 50,952 shares of Class B Common Stock into 50,952 shares of Class A Common Stock on December 9, 2011 for the purpose of settling the sale transactions reported on the Forms 4 filed by the reporting persons on December 12, 2011. Upon settlement of all of these sale transactions, the reporting persons will beneficially own 0 shares of Class A Common Stock.

Remarks:

This is the second Form 4 of two Form 4 filings made by the reporting persons to report transactions that occurred on December 9, 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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