

BEDELL JEFFREY A

Form 4

December 10, 2010

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BEDELL JEFFREY A

(Last) (First) (Middle)

1850 TOWERS CRESCENT
PLAZA

(Street)

VIENNA, VA 22182

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

MICROSTRATEGY INC [MSTR]

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

12/08/2010

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 below) ____ Other (specify below)

EVP, Technology and CTO

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 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	(A) or (D)	Price
Class A Common Stock	12/08/2010		M		12,500	A	\$ 24.8 20,696
Class A Common Stock	12/08/2010		S		1,100	D	\$ 88 19,596 ⁽¹⁾
Class A Common Stock	12/08/2010		S		200	D	\$ 88.04 19,396
Class A Common	12/08/2010		S		100	D	\$ 88.0425 19,296

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Stock

Class A Common Stock	12/08/2010	S	2,800	D	\$ 88.0464	16,496	D
Class A Common Stock	12/08/2010	S	800	D	\$ 88.0475	15,696	D
Class A Common Stock	12/08/2010	S	817	D	\$ 88.05	14,879	D
Class A Common Stock	12/08/2010	S	300	D	\$ 88.065	14,579	D
Class A Common Stock	12/08/2010	S	100	D	\$ 88.07	14,479	D
Class A Common Stock	12/08/2010	S	200	D	\$ 88.075	14,279	D
Class A Common Stock	12/08/2010	S	1,400	D	\$ 88.08	12,879	D
Class A Common Stock	12/08/2010	S	700	D	\$ 88.09	12,179	D
Class A Common Stock	12/08/2010	S	547	D	\$ 88.1	11,632	D
Class A Common Stock	12/08/2010	S	510	D	\$ 88.1082	11,122	D
Class A Common Stock	12/08/2010	S	76	D	\$ 88.11	11,046	D
Class A Common Stock	12/08/2010	S	1,300	D	\$ 88.12	9,746	D
Class A Common Stock	12/08/2010	S	540	D	\$ 88.14	9,206	D
Class A Common Stock	12/08/2010	S	1,000	D	\$ 88.1425	8,206	D

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Class A
Common 12/08/2010 S 10 D \$ 88.15 8,196 D
Stock

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 (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)	\$ 24.8	12/08/2010		M		12,500		<u>(2)</u>	04/18/2011	Class A Common Stock	12,500

Reporting Owners

Reporting Owner Name / Address	Relationships
BEDELL JEFFREY A 1850 TOWERS CRESCENT PLAZA VIENNA, VA 22182	Director 10% Owner Officer Other EVP, Technology and CTO

Signatures

/s/ Jeffery A.
Bedell 12/10/2010

__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)

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Separate open market sale transactions that were executed on 12/08/2010 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.

- (2) Of the 12,500 shares exercised on 12/08/2010 pursuant to this stock option, 6,250 shares vested on 04/18/2002 and 6,250 shares vested on 04/18/2003. Of the remaining 12,500 shares subject to the stock option, 6,250 vested on 04/18/2004 and 6,250 vested on 04/18/2005.
- (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.

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