

BEDELL JEFFREY A  
Form 4  
December 09, 2011

**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

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(Print or Type Responses)

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

(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  
\_\_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	12/08/2011		M		1,610	A	\$ 23 9,806
Class A Common Stock	12/08/2011		S		100	D	\$ 120.0231 9,706 <sup>(1)</sup>
Class A Common Stock	12/08/2011		S		93	D	\$ 120.0254 9,613
Class A	12/08/2011		S		100	D	\$ 120.083 9,513

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Common  
Stock

Class A Common Stock	12/08/2011	S	300	D	\$ 120.096	9,213	D
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Class A Common Stock	12/08/2011	S	70	D	\$ 120.1213	9,143	D
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Class A Common Stock	12/08/2011	S	100	D	\$ 120.152	9,043	D
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Class A Common Stock	12/08/2011	S	747	D	\$ 120.271	8,296	D
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Class A Common Stock	12/08/2011	S	100	D	\$ 120.281	8,196	D
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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)	8. Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 23	12/08/2011		M	1,610	(2) 04/25/2012	Class A Common Stock	1,610

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BEDELL JEFFREY A C/O MICROSTRATEGY INCORPORATED 1850 TOWERS CRESCENT PLAZA TYSONS CORNER, VA 22182			EVP, Technology and CTO	

## Signatures

/s/ Jeffery A.  
Bedell 12/09/2011

\*\*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).

Separate open market sale transactions that were executed on 12/08/2011 at the same price have been reported on an aggregate basis on a  
(1) 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 1,610 shares exercised on 12/08/2011 pursuant to this stock option, 81 shares vested on 04/25/2002, 80 shares vested on 06/30/2002, 81 shares vested on 09/30/2002, 80 shares vested on 12/31/2002, 81 shares vested on 03/31/2003, 80 shares vested on 06/30/2003, 81 shares vested on 09/30/2003, 80 shares vested on 12/31/2003, 81 shares vested on 03/31/2004, 80 shares vested on 06/30/2004, 81 shares vested on 09/30/2004, 80 shares vested on 12/31/2004, 81 shares vested on 03/31/2005, 80 shares vested on 06/30/2005, 81 shares vested on 09/30/2005, 80 shares vested on 12/31/2005, 80 shares vested on 03/31/2006, 81 shares vested on 06/30/2006, 80 shares vested on 09/30/2006, and 81 shares vested on 12/31/2006.

(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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