

MICROSTRATEGY INC

Form 4

February 23, 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 *
BANSAL SANJU K

(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)

02/21/2012

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)
Vice Chairman, EVP and COO

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Class A Common Stock	02/23/2012		C		4,700 A <u>(1)</u>	0 <u>(2)</u>	D
Class A Common Stock	02/21/2012		S		504 D \$ 135	0 <u>(2)</u> <u>(3)</u>	D
Class A Common Stock	02/21/2012		S		100 D \$ 135.01	0 <u>(2)</u>	D
Class A Common Stock	02/21/2012		S		100 D \$ 135.02	0 <u>(2)</u>	D

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Common Stock							
Class A Common Stock	02/21/2012	S	100	D	\$ 135.04	0 <u>(2)</u>	D
Class A Common Stock	02/21/2012	S	200	D	\$ 135.05	0 <u>(2)</u>	D
Class A Common Stock	02/21/2012	S	200	D	\$ 135.07	0 <u>(2)</u>	D
Class A Common Stock	02/21/2012	S	200	D	\$ 135.1	0 <u>(2)</u>	D
Class A Common Stock	02/21/2012	S	1	D	\$ 135.11	0 <u>(2)</u>	D
Class A Common Stock	02/21/2012	S	500	D	\$ 135.14	0 <u>(2)</u>	D
Class A Common Stock	02/21/2012	S	700	D	\$ 135.15	0 <u>(2)</u>	D
Class A Common Stock	02/21/2012	S	300	D	\$ 135.29	0 <u>(2)</u>	D
Class A Common Stock	02/21/2012	S	300	D	\$ 135.3	0 <u>(2)</u>	D
Class A Common Stock	02/21/2012	S	200	D	\$ 135.38	0 <u>(2)</u>	D
Class A Common Stock	02/21/2012	S	200	D	\$ 135.39	0 <u>(2)</u>	D
Class A Common Stock	02/21/2012	S	300	D	\$ 135.4	0 <u>(2)</u>	D
Class A Common Stock	02/21/2012	S	100	D	\$ 135.485	0 <u>(2)</u>	D
Class A Common Stock	02/21/2012	S	100	D	\$ 135.49	0 <u>(2)</u>	D

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Class A Common Stock	02/21/2012	S	2	D	\$ 135.54	0 ⁽²⁾	D
Class A Common Stock	02/21/2012	S	98	D	\$ 135.55	0 ⁽²⁾	D
Class A Common Stock	02/21/2012	S	200	D	\$ 135.56	0 ⁽²⁾	D
Class A Common Stock	02/21/2012	S	195	D	\$ 135.61	0 ⁽²⁾	D
Class A Common Stock	02/21/2012	S	100	D	\$ 135.64	0 ⁽²⁾	D

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

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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 or Value of Underlying Securities (Instr. 3 and 4)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Class B Common Stock	⁽⁴⁾	02/23/2012		C	4,700	⁽⁴⁾	⁽⁴⁾	Class A Common Stock	4,700 ⁽⁴⁾

Reporting Owners

Reporting Owner Name / Address

Relationships

Director	10% Owner	Officer	Other
X		Vice Chairman, EVP and COO	

BANSAL SANJU K
C/O MICROSTRATEGY INCORPORATED
1850 TOWERS CRESCENT PLAZA
TYSONS CORNER, VA 22182

Signatures

/s/ Sanju K.
Bansal

02/23/2012

**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 person converted 4,700 shares of Class B Common Stock into 4,700 shares of Class A Common Stock on February 23, 2012 for the purpose of settling the sale transactions reported on this Form 4. Upon settlement of all of these sale transactions, the reporting person will beneficially own 0 shares of Class A Common Stock.
- (2) Separate open market sale transactions that were executed on 02/21/2012 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.
- (3) 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.
- (4) See Exhibit A.
- (5) 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.