

Zolfaghari Paul N  
Form 4  
December 03, 2009

**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 \*  
Zolfaghari Paul N

(Last) (First) (Middle)

C/O MICROSTRATEGY  
INCORPORATED, 1861  
INTERNATIONAL DRIVE

(Street)

MCLEAN, VA 22102

(City) (State) (Zip)

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

MICROSTRATEGY INC [MSTR]

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

12/01/2009

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, Worldwide Sales &amp; Ops

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             |                                         | (A)<br>or<br>(D)                                                    |                                                                                                                    |                                                                      |                                                                   |
| Class A<br>Common<br>Stock            | 12/01/2009                              |                                                             | M                                       | 1,200 A                                                             | \$ 4.7 1,366                                                                                                       | D                                                                    |                                                                   |
| Class A<br>Common<br>Stock            | 12/01/2009                              |                                                             | M                                       | 1,300 A                                                             | \$ 20.69 2,666                                                                                                     | D                                                                    |                                                                   |
| Class A<br>Common<br>Stock            | 12/01/2009                              |                                                             | S                                       | 100 D                                                               | \$ 89.51 2,566 <sup>(1)</sup>                                                                                      | D                                                                    |                                                                   |
| Class A                               | 12/01/2009                              |                                                             | S                                       | 1,300 D                                                             | \$ 1,266                                                                                                           | D                                                                    |                                                                   |

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|                            |            |   |       |   |              |       |   |
|----------------------------|------------|---|-------|---|--------------|-------|---|
| Common<br>Stock            |            |   |       |   | 89.512       |       |   |
| Class A<br>Common<br>Stock | 12/01/2009 | S | 100   | D | \$ 89.52     | 1,166 | D |
| Class A<br>Common<br>Stock | 12/01/2009 | S | 400   | D | \$ 89.53     | 766   | D |
| Class A<br>Common<br>Stock | 12/01/2009 | S | 100   | D | \$ 89.56     | 666   | D |
| Class A<br>Common<br>Stock | 12/01/2009 | S | 100   | D | \$ 89.59     | 566   | D |
| Class A<br>Common<br>Stock | 12/01/2009 | S | 300   | D | \$ 89.6      | 266   | D |
| Class A<br>Common<br>Stock | 12/01/2009 | S | 100   | D | \$ 89.61     | 166   | D |
| Class A<br>Common<br>Stock | 12/02/2009 | M | 1,050 | A | \$ 4.7       | 1,216 | D |
| Class A<br>Common<br>Stock | 12/02/2009 | M | 1,450 | A | \$ 20.69     | 2,666 | D |
| Class A<br>Common<br>Stock | 12/02/2009 | S | 1,359 | D | \$<br>89.802 | 1,307 | D |
| Class A<br>Common<br>Stock | 12/02/2009 | S | 476   | D | \$ 89.81     | 831   | D |
| Class A<br>Common<br>Stock | 12/02/2009 | S | 24    | D | \$ 89.82     | 807   | D |
| Class A<br>Common<br>Stock | 12/02/2009 | S | 20    | D | \$ 89.86     | 787   | D |
| Class A<br>Common<br>Stock | 12/02/2009 | S | 2     | D | \$ 89.91     | 785   | D |
| Class A<br>Common<br>Stock | 12/02/2009 | S | 2     | D | \$ 89.92     | 783   | D |

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|                            |            |   |     |   |          |     |   |
|----------------------------|------------|---|-----|---|----------|-----|---|
| Class A<br>Common<br>Stock | 12/02/2009 | S | 400 | D | \$ 89.99 | 383 | D |
| Class A<br>Common<br>Stock | 12/02/2009 | S | 217 | D | \$ 90.01 | 166 | D |

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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    | 8<br>I<br>S<br>(           |                                        |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|----------------------------|----------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                               | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date | Title                      | Amount<br>or<br>Number<br>of<br>Shares |
| Employee<br>Stock<br>Option<br>(right to<br>buy)    | \$ 4.7                                                                | 12/01/2009                              |                                                             | M                                       |                                                                                                                 | 1,200                                                          |     | <u>(2)</u>                                                          | 07/26/2012         | Class A<br>Common<br>Stock | 1,200                                  |
| Employee<br>Stock<br>Option<br>(right to<br>buy)    | \$ 20.69                                                              | 12/01/2009                              |                                                             | M                                       |                                                                                                                 | 1,300                                                          |     | <u>(3)</u>                                                          | 02/08/2013         | Class A<br>Common<br>Stock | 1,300                                  |
| Employee<br>Stock<br>Option<br>(right to<br>buy)    | \$ 4.7                                                                | 12/02/2009                              |                                                             | M                                       |                                                                                                                 | 1,050                                                          |     | <u>(4)</u>                                                          | 07/26/2012         | Class A<br>Common<br>Stock | 1,050                                  |
| Employee<br>Stock<br>Option<br>(right to<br>buy)    | \$ 20.69                                                              | 12/02/2009                              |                                                             | M                                       |                                                                                                                 | 1,450                                                          |     | <u>(5)</u>                                                          | 02/08/2013         | Class A<br>Common<br>Stock | 1,450                                  |

## Reporting Owners

| Reporting Owner Name / Address                                                                      | Relationships |           |                            |       |
|-----------------------------------------------------------------------------------------------------|---------------|-----------|----------------------------|-------|
|                                                                                                     | Director      | 10% Owner | Officer                    | Other |
| Zolfaghari Paul N<br>C/O MICROSTRATEGY INCORPORATED<br>1861 INTERNATIONAL DRIVE<br>MCLEAN, VA 22102 |               |           | EVP, Worldwide Sales & Ops |       |

## Signatures

/s/ Paul N.  
Zolfaghari

12/03/2009

\*\*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 the same day at the same price have been reported on an aggregate basis on
- (1) 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) The 1,200 shares exercised on 12/01/2009 pursuant to this stock option vested on 07/26/2006. The remaining 1,050 shares subject to the stock option vested on 07/26/2006.
  - (3) Of the 1,300 shares exercised on 12/01/2009 pursuant to this stock option, 750 vested on 02/08/2007 and 550 vested on 02/08/2008. The remaining 1,450 shares subject to the stock option vested on 02/08/2008.
  - (4) The 1,050 shares exercised on 12/02/2009 pursuant to this stock option vested on 07/26/2006.
  - (5) The 1,450 shares exercised on 12/02/2009 pursuant to this stock option vested on 02/08/2008.
  - (6) 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.