

Zolfaghari Paul N
Form 4
December 03, 2009

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 *
Zolfaghari Paul N

2. Issuer Name and Ticker or Trading Symbol
MICROSTRATEGY INC [MSTR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
12/01/2009

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)

EVP, Worldwide Sales & Ops

C/O MICROSTRATEGY INCORPORATED, 1861 INTERNATIONAL DRIVE

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

MCLEAN, VA 22102

(City) (State) (Zip)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Class A Common Stock | 12/01/2009 | | M | 1,200 A | \$ 4.7 | 1,366 | D |
| Class A Common Stock | 12/01/2009 | | M | 1,300 A | \$ 20.69 | 2,666 | D |
| Class A Common Stock | 12/01/2009 | | S | 100 D | \$ 89.51 | 2,566 ⁽¹⁾ | D |
| Class A Common Stock | 12/01/2009 | | S | 1,300 D | \$ | 1,266 | D |

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

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| | | | | | | | |
|----------------------------|------------|---|-----|---|----------|-----|---|
| Class A Common Stock | 12/02/2009 | S | 400 | D | \$ 89.99 | 383 | D |
| Class A Common 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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(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 (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) | \$ 4.7 | 12/01/2009 | | M | 1,200 | ⁽²⁾ 07/26/2012 | Class A Common Stock | 1,200 |
| Employee Stock Option (right to buy) | \$ 20.69 | 12/01/2009 | | M | 1,300 | ⁽³⁾ 02/08/2013 | Class A Common Stock | 1,300 |
| Employee Stock Option (right to buy) | \$ 4.7 | 12/02/2009 | | M | 1,050 | ⁽⁴⁾ 07/26/2012 | Class A Common Stock | 1,050 |
| Employee Stock Option (right to buy) | \$ 20.69 | 12/02/2009 | | M | 1,450 | ⁽⁵⁾ 02/08/2013 | Class A Common Stock | 1,450 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Zolfaghari Paul N C/O MICROSTRATEGY INCORPORATED 1861 INTERNATIONAL DRIVE 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.