

SAYLOR MICHAEL J  
Form 4  
May 10, 2011

**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 \*  
**SAYLOR MICHAEL J**  
  
(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)  
**05/06/2011**

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)  
**Chairman, President and CEO**

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 Indirect Ownership (Instr. 4)			
			Code	V	Amount	(D)	Price			
Class A Common Stock	05/09/2011		S		500	D	\$ 135.265	12,268	I	Shares owned by LLC
Class A Common Stock	05/09/2011		S		100	D	\$ 135.268	12,168	I	Shares owned by LLC
Class A Common Stock	05/09/2011		S		1,100	D	\$ 135.27	11,068	I	Shares owned by LLC
Class A Common Stock	05/09/2011		S		100	D	\$ 135.276	10,968	I	Shares

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Common Stock								owned by LLC
Class A Common Stock	05/09/2011	S	200	D	\$ 135.278	10,768	I	Shares owned by LLC
Class A Common Stock	05/09/2011	S	700	D	\$ 135.286	10,068	I	Shares owned by LLC
Class A Common Stock	05/09/2011	S	400	D	\$ 135.3	9,668	I	Shares owned by LLC
Class A Common Stock	05/09/2011	S	50	D	\$ 135.306	9,618	I	Shares owned by LLC
Class A Common Stock	05/09/2011	S	400	D	\$ 135.31	9,218	I	Shares owned by LLC
Class A Common Stock	05/09/2011	S	100	D	\$ 135.34	9,118	I	Shares owned by LLC
Class A Common Stock	05/09/2011	S	100	D	\$ 135.3401	9,018	I	Shares owned by LLC
Class A Common Stock	05/09/2011	S	600	D	\$ 135.35	8,418	I	Shares owned by LLC
Class A Common Stock	05/09/2011	S	999	D	\$ 135.36	7,419	I	Shares owned by LLC
Class A Common Stock	05/09/2011	S	719	D	\$ 135.37	6,700	I	Shares owned by LLC
Class A Common Stock	05/09/2011	S	100	D	\$ 135.38	6,600	I	Shares owned by LLC
Class A Common Stock	05/09/2011	S	200	D	\$ 135.39	6,400	I	Shares owned by LLC
Class A Common Stock	05/09/2011	S	500	D	\$ 135.4	5,900	I	Shares owned by LLC
Class A Common Stock	05/09/2011	S	527	D	\$ 135.41	5,373	I	Shares owned by LLC

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Class A Common Stock	05/09/2011	S	800	D	\$ 135.42	4,573	I	Shares owned by LLC
Class A Common Stock	05/09/2011	S	100	D	\$ 135.43	4,473	I	Shares owned by LLC
Class A Common Stock	05/09/2011	S	200	D	\$ 135.48	4,273	I	Shares owned by LLC
Class A Common Stock	05/09/2011	S	100	D	\$ 135.49	4,173	I	Shares owned by LLC
Class A Common Stock	05/09/2011	S	500	D	\$ 135.5	3,673	I	Shares owned by LLC
Class A Common Stock	05/09/2011	S	273	D	\$ 135.53	3,400	I	Shares owned by LLC
Class A Common Stock	05/09/2011	S	100	D	\$ 135.54	3,300	I	Shares owned by LLC
Class A Common Stock	05/09/2011	S	100	D	\$ 135.65	3,200	I	Shares owned by LLC
Class A Common Stock	05/09/2011	S	100	D	\$ 135.66	3,100	I	Shares owned by LLC
Class A Common Stock	05/09/2011	S	100	D	\$ 135.7	3,000	I	Shares owned by LLC
Class A Common Stock	05/09/2011	S	200	D	\$ 135.71	2,800	I	Shares owned by LLC
Class A Common Stock	05/09/2011	S	100	D	\$ 135.7101	2,700	I	Shares owned by LLC

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

