

SAYLOR MICHAEL J

Form 4

December 02, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
SAYLOR MICHAEL J

(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  
☒ 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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|--------|------------|------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount | (A) or (D) | Price      |                                                                                               |                                                          |                                                       |
| Class A Common Stock            | 12/01/2009                           |                                                    | C                              |                                                                   | 22,515 | A          | <u>(1)</u> | 22,515                                                                                        | I                                                        | Shares owned by LLC <u>(2)</u>                        |
| Class A Common Stock            | 12/01/2009                           |                                                    | S                              |                                                                   | 2,004  | D          | \$ 89.3    | 20,511 <u>(3)</u>                                                                             | I                                                        | Shares owned by LLC                                   |
| Class A Common Stock            | 12/01/2009                           |                                                    | S                              |                                                                   | 637    | D          | \$ 89.31   | 19,874                                                                                        | I                                                        | Shares owned by LLC                                   |
| Class A                         | 12/01/2009                           |                                                    | S                              |                                                                   | 419    | D          | \$         | 19,455                                                                                        | I                                                        | Shares                                                |

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|                      |            |   |       |   |          |        |   |                     |
|----------------------|------------|---|-------|---|----------|--------|---|---------------------|
| Common Stock         |            |   |       |   | 89.32    |        |   | owned by LLC        |
| Class A Common Stock | 12/01/2009 | S | 1,144 | D | \$ 89.33 | 18,311 | I | Shares owned by LLC |
| Class A Common Stock | 12/01/2009 | S | 300   | D | \$ 89.34 | 18,011 | I | Shares owned by LLC |
| Class A Common Stock | 12/01/2009 | S | 400   | D | \$ 89.35 | 17,611 | I | Shares owned by LLC |
| Class A Common Stock | 12/01/2009 | S | 1,000 | D | \$ 89.4  | 16,611 | I | Shares owned by LLC |
| Class A Common Stock | 12/01/2009 | S | 96    | D | \$ 89.43 | 16,515 | I | Shares owned by LLC |
| Class A Common Stock | 12/01/2009 | S | 8,620 | D | \$ 89.5  | 7,895  | I | Shares owned by LLC |
| Class A Common Stock | 12/01/2009 | S | 400   | D | \$ 89.51 | 7,495  | I | Shares owned by LLC |
| Class A Common Stock | 12/01/2009 | S | 600   | D | \$ 89.52 | 6,895  | I | Shares owned by LLC |
| Class A Common Stock | 12/01/2009 | S | 1,600 | D | \$ 89.6  | 5,295  | I | Shares owned by LLC |
| Class A Common Stock | 12/01/2009 | S | 100   | D | \$ 89.61 | 5,195  | I | Shares owned by LLC |
| Class A Common Stock | 12/01/2009 | S | 2,100 | D | \$ 89.65 | 3,095  | I | Shares owned by LLC |
| Class A Common Stock | 12/01/2009 | S | 200   | D | \$ 89.66 | 2,895  | I | Shares owned by LLC |
| Class A Common Stock | 12/01/2009 | S | 2,895 | D | \$ 89.7  | 0      | I | Shares owned by LLC |

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 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. P                       |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|----------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable Expiration Date                         | Title                                                         | Amount or Number of Shares |
| Class B Common Stock                       | (4)                                                    | 12/01/2009                           |                                                    | C                              | 22,515                                                                                  | (4) (4)                                                  | Class A Common Stock                                          | 22,515                     |

## Reporting Owners

| Reporting Owner Name / Address                                                                     | Relationships |           |                                   |       |
|----------------------------------------------------------------------------------------------------|---------------|-----------|-----------------------------------|-------|
|                                                                                                    | Director      | 10% Owner | Officer                           | Other |
| SAYLOR MICHAEL J<br>C/O MICROSTRATEGY INCORPORATED<br>1861 INTERNATIONAL DRIVE<br>MCLEAN, VA 22102 | X             | X         | Chairman,<br>President and<br>CEO |       |
| ALCANTARA LLC<br>C/O MICHAEL J. SAYLOR<br>1861 INTERNATIONAL DRIVE<br>MCLEAN, VA 22102             |               | X         |                                   |       |

## Signatures

/s/ Michael J. Saylor, Individually and as Sole Member of Alcantara LLC

12/02/2009

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).

- (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.
- (2) Shares that are indicated as being "owned by LLC" are owned directly by Alcantara LLC (the "LLC"), and indirectly by Mr. Saylor as the sole member of the LLC. The LLC's address is the same as Mr. Saylor's address. The LLC has designated Mr. Saylor as the designated

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filer. Mr. Saylor is an officer, director and ten percent owner of the issuer.

Separate open market sale transactions that were executed on 12/01/2009 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.

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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