

MICROSTRATEGY INC

Form 4

February 23, 2012

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 *
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 Indirect Beneficial 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 <u>(2)</u>	D
Class A Common Stock	02/21/2012	S	98	D	\$ 135.55	0 <u>(2)</u>	D
Class A Common Stock	02/21/2012	S	200	D	\$ 135.56	0 <u>(2)</u>	D
Class A Common Stock	02/21/2012	S	195	D	\$ 135.61	0 <u>(2)</u>	D
Class A Common Stock	02/21/2012	S	100	D	\$ 135.64	0 <u>(2)</u>	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 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 of Deriv. Secur. (Instr. 3)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
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.

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