

Zolfaghari Paul N
Form 4
November 18, 2009

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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)
11/16/2009

____ 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 Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|
| | | | | (A) or (D) | Price | | | |
| | | | | Code | V | Amount | | |
| Class A Common Stock | 11/16/2009 | | M | 1,000 | A | \$ 4.7 | 1,166 | D |
| Class A Common Stock | 11/16/2009 | | M | 1,000 | A | \$ 20.69 | 2,166 | D |
| Class A Common Stock | 11/16/2009 | | S | 2,000 | D | \$ 90 | 166 | D |
| Class A Common Stock | 11/17/2009 | | M | 1,000 | A | \$ 4.7 | 1,166 | D |

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Common
Stock

| | | | | | | | | |
|----------------------------|------------|--|---|-------|---|-------------|-------|---|
| Class A Common Stock | 11/17/2009 | | M | 1,000 | A | \$ 20.69 | 2,166 | D |
|----------------------------|------------|--|---|-------|---|-------------|-------|---|

| | | | | | | | | |
|----------------------------|------------|--|---|-------|---|-------|--------------------|---|
| Class A Common Stock | 11/17/2009 | | S | 2,000 | D | \$ 91 | 166 ⁽¹⁾ | D |
|----------------------------|------------|--|---|-------|---|-------|--------------------|---|

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.

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 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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title | |
| Employee Stock Option (right to buy) | \$ 4.7 | 11/16/2009 | | M | 1,000 | ⁽²⁾ 07/26/2012 | Class A Common Stock | 1,000 |
| Employee Stock Option (right to buy) | \$ 20.69 | 11/16/2009 | | M | 1,000 | ⁽³⁾ 02/08/2013 | Class A Common Stock | 1,000 |
| Employee Stock Option (right to buy) | \$ 4.7 | 11/17/2009 | | M | 1,000 | ⁽⁴⁾ 07/26/2012 | Class A Common Stock | 1,000 |
| Employee Stock | \$ 20.69 | 11/17/2009 | | M | 1,000 | ⁽⁵⁾ 02/08/2013 | Class A Common | 1,000 |

Option
(right to
buy)

Stock

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

11/18/2009

__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) Separate open market sale transactions that were executed on 11/17/2009 at the same price have been reported on an aggregate basis on a single line in Table I.
- (2) Of the 1,000 shares exercised on 11/16/2009 pursuant to this stock option, 125 vested on 07/26/2005 and 875 vested on 07/26/2006. The remaining 3,250 shares subject to the stock option vested on 07/26/2006.
- (3) Of the 1,000 shares exercised on 11/16/2009 pursuant to this stock option, 750 vested on 02/08/2006 and 250 vested on 02/08/2007. Of the remaining 3,750 shares subject to the stock option, 1,750 shares vested on 02/08/2007 and 2,000 shares vested on 02/08/2008.
- (4) The 1,000 shares exercised on 11/17/2009 pursuant to this stock option vested on 07/26/2006. The remaining 2,250 shares subject to the stock option vested on 07/26/2006.
- (5) The 1,000 shares exercised on 11/17/2009 pursuant to this stock option vested on 02/08/2007. Of the remaining 2,750 shares subject to the stock option, 750 shares vested on 02/08/2007 and 2,000 shares 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.