

BEDELL JEFFREY A
Form 4
December 14, 2010

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 *
BEDELL JEFFREY A

(Last) (First) (Middle)

1850 TOWERS CRESCENT
PLAZA

(Street)

VIENNA, VA 22182

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/10/2010

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)
EVP, Technology and CTO

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	(D)	Price
Class A Common Stock	12/10/2010		S		1,129	D	\$ 89.15 14,108
Class A Common Stock	12/10/2010		S		500	D	\$ 89.158 13,608
Class A Common Stock	12/10/2010		S		200	D	\$ 89.16 13,408
Class A Common	12/10/2010		S		600	D	\$ 89.17 12,808

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Stock								
Class A Common Stock	12/10/2010	S	100	D	\$ 89.1705	12,708		D
Class A Common Stock	12/10/2010	S	200	D	\$ 89.175	12,508		D
Class A Common Stock	12/10/2010	S	200	D	\$ 89.185	12,308		D
Class A Common Stock	12/10/2010	S	300	D	\$ 89.1875	12,008		D
Class A Common Stock	12/10/2010	S	200	D	\$ 89.2	11,808		D
Class A Common Stock	12/10/2010	S	700	D	\$ 89.2118	11,108		D
Class A Common Stock	12/10/2010	S	200	D	\$ 89.2225	10,908		D
Class A Common Stock	12/10/2010	S	100	D	\$ 89.225	10,808		D
Class A Common Stock	12/10/2010	S	400	D	\$ 89.2262	10,408		D
Class A Common Stock	12/10/2010	S	400	D	\$ 89.23	10,008		D
Class A Common Stock	12/10/2010	S	300	D	\$ 89.24	9,708		D
Class A Common Stock	12/10/2010	S	212	D	\$ 89.25	9,496		D
Class A Common Stock	12/10/2010	S	500	D	\$ 89.256	8,996		D
Class A Common Stock	12/10/2010	S	200	D	\$ 89.26	8,796		D

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Class A Common Stock	12/10/2010	S	200	D	\$ 89.275	8,596	D
Class A Common Stock	12/10/2010	S	200	D	\$ 89.295	8,396	D
Class A Common Stock	12/10/2010	S	200	D	\$ 89.305	8,196	D

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

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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 Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BEDELL JEFFREY A 1850 TOWERS CRESCENT PLAZA VIENNA, VA 22182			EVP, Technology and CTO	

Signatures

/s/ Jeffery A. Bedell 12/14/2010

**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).

Remarks:

This is the second Form 4 of two Form 4 filings made by the reporting person to report transactions that occurred on December

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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