

BEDELL JEFFREY A
Form 4
December 14, 2010

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

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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 *
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

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.

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.