

# MICROSTRATEGY INC

Reported by  
**RENNYSON DAVID J**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 03/10/17 for the Period Ending 03/08/17

Address	1850 TOWERS CRESCENT PLAZA TYSONS CORNER, VA 22182
Telephone	7038488600
CIK	0001050446
Symbol	MSTR
SIC Code	7372 - Prepackaged Software
Industry	Software
Sector	Technology
Fiscal Year	12/31

# FORM 4

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

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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 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *		2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
<b>Rennyson David J</b>		<b>MICROSTRATEGY INC [ MSTR ]</b>		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>SEVP, Worldwide Sales</b>	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)			
<b>C/O MICROSTRATEGY INCORPORATED, 1850 TOWERS CRESCENT PLAZA</b>		<b>3/8/2017</b>			
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
<b>TYSONS CORNER, VA 22182</b>				<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)					

### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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			

### Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (Right to buy)	\$189.16	3/8/2017		A		20000		(1)	3/8/2027	Class A Common Stock	20000	\$0.00	20000 (2)	D	

### Explanation of Responses:

( This option vests as to 5,000 shares on the first anniversary of the grant date, and as to an additional 5,000 shares on each anniversary thereafter until the 1) option is vested in full.

( Mr. Rennyson also directly owns an employee stock option to purchase 70,000 shares of Class A common stock with (i) an exercise price of \$165.01 per 2) share and (ii) an expiration date of February 2, 2025. Of the 70,000 shares subject to this option, 17,500 shares vested on February 2, 2016, 17,500 shares vested on February 2, 2017, 17,500 shares are scheduled to vest on February 2, 2018 and 17,500 shares are scheduled to vest on February 2, 2019.

### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Rennyson David J</b> <b>C/O MICROSTRATEGY INCORPORATED</b> <b>1850 TOWERS CRESCENT PLAZA</b> <b>TYSONS CORNER, VA 22182</b>			<b>SEVP, Worldwide Sales</b>	

### Signatures

/s/ David J. Rennyson

3/10/2017

\*\*Signature of Reporting Person

Date

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

\* 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).

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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