

MICROSTRATEGY INC

Reported by
SHAO WEI-MING

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 06/09/17 for the Period Ending 06/07/17

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

OMB APPROVAL
OMB Number: 3235-0287
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 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)	
Shao Wei-Ming (Last) (First) (Middle)		MICROSTRATEGY INC [MSTR]		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) SEVP & General Counsel	
C/O MICROSTRATEGY INCORPORATED, 1850 TOWERS CRESCENT PLAZA (Street)		3. Date of Earliest Transaction (MM/DD/YYYY) 6/7/2017		6. Individual or Joint/Group Filing (Check Applicable Line)	
TYSONS CORNER, VA 22182 (City) (State) (Zip)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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. 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)			
Class A Common Stock	6/7/2017		M		1000	A	\$119.02	1005	D
Class A Common Stock	6/7/2017		S		1000	D	\$181.97	5	D
Class A Common Stock	6/9/2017		M		1400	A	\$119.02	1405	D
Class A Common Stock	6/9/2017		S		1400	D	\$184.66 (1)	5	D

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)	\$119.02	6/7/2017		M		1000		(2)	5/4/2024	Class A Common Stock	1000	\$0.00	14000 (3)	D	
Employee Stock Option (Right to buy)	\$119.02	6/9/2017		M		1400		(4)	5/4/2024	Class A Common Stock	1400	\$0.00	12600 (3)	D	

Explanation of Responses:

- The reported price is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$184.03 to \$185.28, inclusive. The reporting person undertakes to provide to MicroStrategy Incorporated, any security holder of MicroStrategy Incorporated, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each price within the ranges set forth in this footnote.
- The 1,000 shares exercised on June 7, 2017 pursuant to this option vested on May 4, 2016. Of the remaining 14,000 shares subject to this option, 4,000 shares vested on May 4, 2016, 5,000 shares vested on May 4, 2017, and 5,000 shares are scheduled to vest on May 4, 2018.
- Mr. Shao also directly owns an employee stock option to purchase 10,000 shares of Class A common stock with (i) an exercise price of \$165.01 per share and (ii) an expiration date of February 2, 2025. Of the 10,000 shares subject to this option, 2,500 shares vested on February 2, 2016, 2,500 shares vested on February 2, 2017, 2,500 shares are scheduled to vest on February 2, 2018, and 2,500 shares are scheduled to vest on February 2, 2019.
- The 1,400 shares exercised on June 9, 2017 pursuant to this option vested on May 4, 2016. Of the remaining 12,600 shares subject to this option, 2,600 shares vested on May 4, 2016, 5,000 shares vested on May 4, 2017, and 5,000 shares are scheduled to vest on May 4, 2018.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Shao Wei-Ming				

C/O MICROSTRATEGY INCORPORATED
1850 TOWERS CRESCENT PLAZA
TYSONS CORNER, VA 22182

SEVP & General Counsel

Signatures

/s/ Wei-Ming Shao

6/9/2017

**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.

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.