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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(B) OR 12(G) OF THE
SECURITIES EXCHANGE ACT OF 1934

MICROSTRATEGY INCORPORATED
(Exact name of Registrant as specified in its charter)

DELAWARE
(State or other jurisdiction of
incorporation or organization)

51-0323571
(I.R.S. Employer
Identification No.)

8000 Towers Crescent Drive
VIENNA, VIRGINIA
(Address of Principal Executive Offices)

22182
(Zip Code)

If this form relates to the
registration of a class of securities
pursuant to Section 12(b) of the
Exchange Act and is effective
pursuant to General Instruction
A.(c), please check the following
box. []

If this form relates to the
registration of a class of securities
pursuant to section 12(g) of the
Exchange Act and is effective
pursuant to General Instruction
A.(d), please check the following
box. [X]

Securities Act registration statement file number to which this form relates:
333-49899

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(If applicable)

Securities to be registered pursuant to Section 12(b) of the Act:

None

Securities to be registered pursuant to Section 12(g) of the Act:

Class A Common Stock, par value \$0.001
(Title of Class)

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ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED.

A complete description of the Class A Common Stock, \$0.001 par value per share, of MicroStrategy Incorporated (the "Registrant"), which is to be registered hereunder is contained under the caption "Description of Capital Stock" in the Prospectus which constitutes part of the Registrant's Registration Statement on Form S-1 (Registration No. 333-49899 relating to the offering of 4,000,000 shares of Class A Common Stock of MicroStrategy Incorporated (4,600,000 shares if the underwriters' overallotment option is exercised in full)) filed by the Registrant with the Securities and Exchange Commission on April 10, 1998, as amended from time to time. Such description is hereby incorporated by reference.

ITEM 2. EXHIBITS

The following exhibits are filed herewith or are incorporated by reference as

indicated below.

EXHIBIT NUMBER -----	DESCRIPTION -----
1.1*	Form of Underwriting Agreement
3.1*	Form of Amended and Restated Certificate of Incorporation of MicroStrategy Incorporated
3.2*	Form of Restated Bylaws of MicroStrategy Incorporated
4.1*	Form of Certificate of Class A Common Stock of MicroStrategy Incorporated
10.1*	Stock Purchase Agreement dated September 8, 1991 between MicroStrategy Incorporated and Sanju K. Bansal
10.2*	Stock Purchase Agreement dated October 11, 1992 between MicroStrategy Incorporated and Charles A. Veley
10.3*	Stock Purchase Agreement dated February 28, 1995 between MicroStrategy Incorporated and Eduardo S. Sanchez
10.4*	Stock Purchase Agreement dated February 28, 1995 between MicroStrategy Incorporated and Stephen S. Trundle
10.5*	1996 Stock Plan of MicroStrategy Incorporated
10.6*	1997-Stock Option Plan for French Employees
10.7*	1997 Director Option Plan of MicroStrategy Incorporated
10.11*	Form of Master Amendment Agreement between MicroStrategy Incorporated and the Existing Shareholders
10.12*	Amendment Agreement between MicroStrategy Incorporated, Michael J. Saylor and Thomas P. Spahr dated December 31, 1997

* Incorporated by reference to the identically numbered exhibit to the
Registration Statement on Form S-1 of Microstrategy Incorporated
Corporation filed by MicroStrategy Incorporated on April 10, 1998, as
amended (Registration No. 333-49899).

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of
1934, the registrant has duly caused this registration statement to be signed on
its behalf by the undersigned, thereto duly authorized.

MICROSTRATEGY INCORPORATED

Date: June 10, 1998

By: /s/ Michael J. Saylor

Michael J. Saylor,
President,
Chief Executive Officer,
Chairman

EXHIBIT INDEX

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