

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**

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* <u>Shao Wei-Ming</u>  (Last) (First) (Middle) C/O MICROSTRATEGY INCORPORATED 1850 TOWERS CRESCENT PLAZA  (Street) TYSONS VA 22182  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MICROSTRATEGY INC [ MSTR ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>SEVP &amp; General Counsel</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/07/2017</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	(A) or (D)	Price			
Class A Common Stock	06/07/2017		M		1,000	A	\$119.02	1,005	D	
Class A Common Stock	06/07/2017		S		1,000	D	\$181.97	5	D	
Class A Common Stock	06/09/2017		M		1,400	A	\$119.02	1,405	D	
Class A Common Stock	06/09/2017		S		1,400	D	\$184.66 <sup>(1)</sup>	5	D	

**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 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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V		Date Exercisable	Expiration Date						Amount or Number of Shares
Employee Stock Option (Right to buy)	\$119.02	06/07/2017		M		1,000	(2)	05/04/2024	Class A Common Stock	1,000	\$0.00	14,000 <sup>(3)</sup>	D	
Employee Stock Option (Right to buy)	\$119.02	06/09/2017		M		1,400	(4)	05/04/2024	Class A Common Stock	1,400	\$0.00	12,600 <sup>(3)</sup>	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.

**Remarks:**

/s/ Wei-Ming Shao

06/09/2017

\*\* 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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