

**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

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).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>Montgomery Jeanine</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) SVP & CAO
	3. Date of Earliest Transaction (Month/Day/Year) 11/14/2024	
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	11/14/2024		M		1,500	A	(1)	7,170	D	
Class A Common Stock	11/14/2024		S		752(2)	D	\$322.45(3)	6,418	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	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Units	(1)	11/14/2024		M			1,500	(4)	(4)	Class A Common Stock	1,500	\$0	0(5)	D	

**Explanation of Responses:**

- Each restricted stock unit represents a contingent right to receive one share of MicroStrategy class A common stock.
- The sale was effected pursuant to a Rule 10b5-1 instruction letter entered into on May 3, 2024 to satisfy the Reporting Person's tax withholding obligation upon the vesting of previously granted equity awards.
- The reported price is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$322.37 to \$322.63, 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 range set forth in this footnote.
- The 2,500 restricted stock units vested in full on November 13, 2024.
- See Exhibit A.

/s/ Joseph Phillips, Attorney-in-Fact 11/15/2024  
 \*\* 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 Number.

Exhibit A:

Ms. Montgomery also directly owns an employee stock option to purchase 18,750 shares of Class A common stock with (i) an exercise price of \$69.123 per share and (ii) an expiration date of February 23, 2031. The 18,750 shares subject to this option are scheduled to vest on February 23, 2025.

Ms. Montgomery also directly owns an employee stock option to purchase 40,000 shares of Class A common stock with (i) an exercise price of \$40.460 per share and (ii) an expiration date of February 17, 2032. Of the 40,000 shares subject to this option, 2,500 shares vested on February 17, 2023, 12,500 shares vested on February 17, 2024, 12,500 shares are scheduled to vest on February 17, 2025, and 12,500 shares are scheduled to vest on February 17, 2026.

Ms. Montgomery also directly owns restricted stock units with the contingent right to receive 200 shares of Class A common stock. Of these 200 shares, 100 shares vest on November 15, 2024, and 100 shares are scheduled to vest on November 15, 2025.

Ms. Montgomery also directly owns restricted stock units with the contingent right to receive 3,430 shares of Class A common stock. Of these 3,430 shares, 1,140 shares are scheduled to vest on June 5, 2025, 1,140 shares are scheduled to vest on June 5, 2026, and 1,150 shares are scheduled to vest on June 5, 2027.

Ms. Montgomery also directly owns restricted stock units with the contingent right to receive 6,230 shares of Class A common stock. Of these 6,230 shares, 1,550 shares are scheduled to vest on March 21, 2025, 1,560 shares are scheduled to vest on March 21, 2026, 1,560 shares are scheduled to vest on March 21, 2027, and 1,560 shares are scheduled to vest on March 21, 2028.

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