

STANKIEWICZ CHARLES W
Form 4
July 31, 2009

FORM 4

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

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 OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
STANKIEWICZ CHARLES W

2. Issuer Name and Ticker or Trading Symbol
AMERICAN SUPERCONDUCTOR CORP /DE/ [AMSC]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
EVP & GM, AMSC Power Systems

(Last) (First) (Middle)

C/O AMERICAN SUPERCONDUCTOR CORPORATION, 64 JACKSON ROAD

3. Date of Earliest Transaction (Month/Day/Year)
07/30/2009

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

DEVENS, MA 01434

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 07/30/2009 | | M ⁽¹⁾ | | 15,000 | A | \$ 25.625 |
| Common Stock | 07/30/2009 | | M ⁽¹⁾ | | 2,000 | A | \$ 15.19 |
| Common Stock | 07/30/2009 | | M ⁽¹⁾ | | 2,508 | A | \$ 12.8 |
| Common Stock | 07/30/2009 | | M ⁽¹⁾ | | 10,000 | A | \$ 14.55 |

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| | | | | | | | | | |
|--------------|------------|------------------|--------|---|----------|--------|----------------|---|----------------|
| Common Stock | 07/30/2009 | S ⁽¹⁾ | 3,128 | D | \$ 29.75 | 0 | | D | |
| Common Stock | 07/30/2009 | S ⁽¹⁾ | 4,385 | D | \$ 36.25 | 0 | | D | |
| Common Stock | 07/30/2009 | S ⁽¹⁾ | 10,615 | D | \$ 35.75 | 83,380 | ⁽²⁾ | D | |
| Common Stock | | | | | | 3,888 | ⁽³⁾ | I | By 401(k) Plan |

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

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(9-02)

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 Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Option(Right to buy) | \$ 25.625 | 07/30/2009 | | M ⁽¹⁾ | 15,000 | ⁽⁴⁾ 04/11/2010 | Common Stock | 15,000 |
| Stock Option(Right to buy) | \$ 15.19 | 07/30/2009 | | M ⁽¹⁾ | 2,000 | ⁽⁵⁾ 04/27/2011 | Common Stock | 2,000 |
| Stock Option(Right to buy) | \$ 12.8 | 07/30/2009 | | M ⁽¹⁾ | 2,508 | ⁽⁶⁾ 05/06/2014 | Common Stock | 2,508 |
| Stock Option(Right to buy) | \$ 14.55 | 07/30/2009 | | M ⁽¹⁾ | 10,000 | ⁽⁷⁾ 05/15/2017 | Common Stock | 10,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director

Officer

Other

10%
Owner

STANKIEWICZ CHARLES W
C/O AMERICAN SUPERCONDUCTOR
CORPORATION
64 JACKSON ROAD
DEVENS, MA 01434

EVP & GM, AMSC Power
Systems

Signatures

/s/ Charles W.
Stankiewicz

07/31/2009

__Signature of Reporting
Person

Date

Explanation of Responses:

- * 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).
- (1) The stock option exercise and sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 Plan.
- (2) Following all the transactions reported on this Form 4, the reporting person holds 83,380 shares directly.
- (3) Following all the transactions reported on this Form 4, the reporting person holds 3,888 shares indirectly through the company's 401(k) plan as of June 30, 2009.
- (4) The option was fully vested as of April 11, 2004.
- (5) The option was fully vested as of April 27, 2004.
- (6) The option was fully vested as of May 6, 2007.
- (7) The options are vested with respect to 40,000 shares. The remaining 40,000 shares will vest on 05/15/2010.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.