

AMERICAN TECHNOLOGY CORP /DE/
 Form 4/A
 May 11, 2006

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 *
CROFT JAMES III

2. Issuer Name and Ticker or Trading Symbol
AMERICAN TECHNOLOGY CORP /DE/ [ATCO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 15378 AVENUE OF SCIENCE
 SUITE 100
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/15/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Sr. VP, Research & Development

SAN DIEGO, CA 92128

4. If Amendment, Date Original Filed(Month/Day/Year)
 02/17/2006

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

(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 Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	02/15/2006		M	1,700 A \$ 3	1,750	D ⁽¹⁾	
Common Stock	02/15/2006		S	1,000 D \$ 4.1015	750	D ⁽¹⁾	
Common Stock	02/15/2006		S	700 D \$ 4.11	50	D ⁽¹⁾	
Common Stock	02/16/2006		M	8,500 A \$ 3	8,550 ⁽²⁾	D ⁽¹⁾	
Common Stock	02/17/2006		M	2,000 A \$ 3	10,550 ⁽²⁾	D ⁽¹⁾	

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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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

CROFT JAMES III
15378 AVENUE OF SCIENCE SUITE 100
SAN DIEGO, CA 92128

Sr. VP, Research & Development

Signatures

/s/ Karen Jordan, 05/11/2006
Attorney-in-fact

**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 option and the shares acquired upon exercise are subject to a domestic relations order. The reporting person disclaims beneficial ownership of the shares subject to and acquired upon exercise of the option except to the extent of his pecuniary interest therein.

(2) On February 17, 2006, the reporting person filed a Form 4 mistakenly reporting sales of 8,500 shares of common stock that did not in fact occur. This amended report restates Table I of the original report, but does not amend or restate Table II of the original report.

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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