

McGahn Daniel P
Form 4
December 10, 2009

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
McGahn Daniel P

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O AMERICAN
SUPERCONDUCTOR
CORPORATION, 64 JACKSON
ROAD

3. Date of Earliest Transaction
(Month/Day/Year)
12/08/2009

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
SVP/GM AMSC Superconductors

(Street)
DEVENS, MA 01434

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Ownership (Instr. 4)
Common Stock	12/08/2009		M	(A) or (D) V Amount Price 4,500 \$ 14.55	60,290	D	
Common Stock	12/08/2009		S ⁽¹⁾	2,900 D \$ 34.7	57,390	D	
Common Stock	12/08/2009		S ⁽¹⁾	1,600 D \$ 34.64	55,790 ⁽²⁾	D	
Common Stock					818 ⁽³⁾	I	By 401(k) Plan

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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. I
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to buy)	\$ 14.55	12/08/2009		M	4,500	<u>(4)</u>	05/15/2017	Common Stock	4,500	

Reporting Owners

Reporting Owner Name / Address	Relationships
McGahn Daniel P C/O AMERICAN SUPERCONDUCTOR CORPORATION 64 JACKSON ROAD DEVENS, MA 01434	Director 10% Owner Officer Other SVP/GM AMSC Superconductors

Signatures

/s/ Daniel P.
McGahn 12/10/2009

**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 sale was made solely to cover Mr. McGahn's tax liability arising from the December 2009 vesting of 4,000 shares of restricted common stock pursuant to a restricted stock award made to Mr. McGahn in December 2006.

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- (2) Following all the transactions reported on this Form 4, the reporting person holds 55,790 shares directly.
- (3) Following all the transactions reported on this Form 4, the reporting person holds 818 shares indirectly through the company's 401(k) plan as of November 30, 2009.
- (4) The options (30,000 shares) were granted on May 15, 2007 and vest in equal annual installments over a three year period, and will be fully vested on May 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.

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