

DiCecco Susan J
Form 4
December 18, 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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
DiCecco Susan J

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)
12/17/2009

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)
VP, Corporate Administration

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--------|------------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Common Stock | 12/17/2009 | | M | | 250 | A | \$ 7.81 | 16,850 | D |
| Common Stock | 12/17/2009 | | M | | 1,750 | A | \$ 13.94 | 18,600 | D |
| Common Stock | 12/17/2009 | | M | | 2,667 | A | \$ 14.77 | 21,267 | D |
| Common Stock | 12/17/2009 | | S | | 4,667 | D | \$ 39.8126 | 16,600 ⁽¹⁾ | D |

Edgar Filing: DiCecco Susan J - Form 4

Common Stock 643 (2) I By 401(k) Plan

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

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 control number.

SEC 1474
(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) | \$ 7.81 | 12/17/2009 | | M | 250 | <u>(3)</u> | 04/23/2012 | Common Stock | 250 | \$ |
| Stock Option (Right to buy) | \$ 13.94 | 12/17/2009 | | M | 1,750 | <u>(4)</u> | 04/26/2014 | Common Stock | 1,750 | \$ |
| Stock Option (Right to buy) | \$ 14.77 | 12/17/2009 | | M | 2,667 | <u>(5)</u> | 04/26/2017 | Common Stock | 2,667 | \$ |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|----------------------------------|
| | Director 10% Owner Officer Other |
| DiCecco Susan J C/O AMERICAN SUPERCONDUCTOR CORPORATION 64 JACKSON ROAD DEVENS, MA 01434 | VP, Corporate Administration |

Signatures

/s/ Susan J.
DiCecco

12/18/2009

 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) Following all the transactions reported on this Form 4, the reporting person holds 16,600 shares directly.
- (2) Following all the transactions reported on this Form 4, the reporting person holds 643 shares indirectly through the company's 401(k) plan as of December 17, 2009.
- (3) The option was fully vested as of April 23, 2007.
- (4) The option was fully vested as of April 26, 2007.
- (5) The options (4,000 shares) were granted on April 26, 2007 and vest in equal annual installments over a three year period, and will be fully vested on April 26, 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.