

MALOZEMOFF ALEXIS P
Form 4
October 03, 2008

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 *
MALOZEMOFF ALEXIS 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)

3. Date of Earliest Transaction (Month/Day/Year)
10/01/2008

____ Director
 Officer (give title below) EVP & Chief Technical Officer
____ 10% Owner
____ Other (specify below)

C/O AMERICAN SUPERCONDUCTOR, 64 JACKSON ROAD

(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)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	10/01/2008		M ⁽¹⁾	A	15,000	\$ 14.55	0 D
Common Stock	10/01/2008		S ⁽¹⁾	D	180	\$ 23.41	0 D
Common Stock	10/01/2008		S ⁽¹⁾	D	300	\$ 23.42	0 D
Common Stock	10/01/2008		S ⁽¹⁾	D	1,600	\$ 23.43	0 D
	10/01/2008		S ⁽¹⁾	D	830		0 D

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Common Stock					\$ 23.45			
Common Stock	10/01/2008	<u>S⁽¹⁾</u>	400	D	\$ 23.46	0		D
Common Stock	10/01/2008	<u>S⁽¹⁾</u>	1,690	D	\$ 23.47	0		D
Common Stock	10/01/2008	<u>S⁽¹⁾</u>	200	D	\$ 23.5	0		D
Common Stock	10/01/2008	<u>S⁽¹⁾</u>	100	D	\$ 23.52	0		D
Common Stock	10/01/2008	<u>S⁽¹⁾</u>	100	D	\$ 23.54	0		D
Common Stock	10/01/2008	<u>S⁽¹⁾</u>	1,300	D	\$ 23.55	0		D
Common Stock	10/01/2008	<u>S⁽¹⁾</u>	800	D	\$ 23.59	0		D
Common Stock	10/01/2008	<u>S⁽¹⁾</u>	3,400	D	\$ 23.7	0		D
Common Stock	10/01/2008	<u>S⁽¹⁾</u>	300	D	\$ 23.71	0		D
Common Stock	10/01/2008	<u>S⁽¹⁾</u>	100	D	\$ 23.79	0		D
Common Stock	10/01/2008	<u>S⁽¹⁾</u>	1,200	D	\$ 23.8	0		D
Common Stock	10/01/2008	<u>S⁽¹⁾</u>	2,200	D	\$ 23.83	0		D
Common Stock	10/01/2008	<u>S⁽¹⁾</u>	200	D	\$ 23.84	0		D
Common Stock	10/01/2008	<u>S⁽¹⁾</u>	100	D	\$ 24.01	100,500 ⁽²⁾		D
Common Stock						746 ⁽³⁾	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.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option(right to buy)	\$ 14.55	10/01/2008		M ⁽¹⁾	15,000	⁽⁴⁾	05/15/2017	Common Stock	15,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MALOZEMOFF ALEXIS P C/O AMERICAN SUPERCONDUCTOR 64 JACKSON ROAD DEVENS, MA 01434			EVP & Chief Technical Officer	

Signatures

/s/ Alexis P. Malozemoff
 10/03/2008
 **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 adopted by the reporting person on November 6, 2007.
- (2) Following all the transactions reported on this Form 4, the reporting person holds 100,500 shares directly.
- (3) Following all the transactions reported on this Form 4, the reporting person holds 746 shares indirectly through the company's 401(k) plan as of August 31, 2008.
- (4) The options are vested with respect to 15,000 shares. The remaining 30,000 shares shall vest in two equal annual installments beginning on May 15, 2009.

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.