

STANKIEWICZ CHARLES W
 Form 4
 June 09, 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)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 06/05/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP & GM, AMSC Power Systems

C/O AMERICAN SUPERCONDUCTOR CORPORATION, 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 Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	06/05/2009		M ⁽¹⁾	15,000 A \$ 14.55	0	D	
Common Stock	06/05/2009		S ⁽¹⁾	14,820 D \$ 27.304	0	D	
Common Stock	06/05/2009		S ⁽¹⁾	180 D \$ 27.511	0	D	
Common Stock	06/05/2009		S ⁽¹⁾	4,200 D \$ 27.5168	0	D	

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Common Stock	06/05/2009	S ⁽¹⁾	800	D	\$ 27.74	100,351 ⁽²⁾	D	
Common Stock						3,861 ⁽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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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)	\$ 14.55	06/05/2009		M ⁽¹⁾	15,000	⁽⁴⁾ 05/15/2017	Common Stock	15,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

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

EVP & GM, AMSC Power Systems

Signatures

/s/ Charles W. Stankiewicz 06/09/2009

 **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 100,351 shares directly.
- (3) Following all the transactions reported on this Form 4, the reporting person holds 3,861 shares indirectly through the company's 401(k) plan as of May 31, 2009.
- (4) The options are vested with respect to 80,000 shares inclusive of amounts exercised in the transaction. The remaining 40,000 shares will vest on 5/15/2010.

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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