

AMERICAN SUPERCONDUCTOR CORP /DE/

Form 4

May 13, 2014

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
HENRY DAVID A

(Last) (First) (Middle)

**C/O AMERICAN
SUPERCONDUCTOR, 64
JACKSON ROAD**

(Street)

DEVENS, MA 01434

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

**AMERICAN SUPERCONDUCTOR
CORP /DE/ [AMSC]**

3. Date of Earliest Transaction
(Month/Day/Year)
05/09/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
SVP, CFO & Treasurer

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

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 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)
				(A) or (D)	Price		
			Code	V	Amount		
Common Stock	05/09/2014		S ⁽¹⁾	4,000	D	\$ 1,2715 ⁽²⁾	315,990 ⁽³⁾ D
Common Stock						6,498 ⁽⁴⁾	I 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
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SEC 1474
(9-02)

number.

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

HENRY DAVID A
C/O AMERICAN SUPERCONDUCTOR
64 JACKSON ROAD
DEVENS, MA 01434

SVP, CFO & Treasurer

Signatures

/s/ David A.
Henry 05/13/2014

__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 sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 Plan. The primary purpose of such sales was to pay personal income taxes that were due upon the vesting of restricted stock on May 9, 2014.

(2) The disposition transaction was executed in multiple trades at prices ranging from \$1.250-\$1.2850. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide, upon request, to the SEC staff, the issuer, or a security holder of the issuer, full information regarding the number of shares and price at which the transaction was effected.

(3) Following all the transactions reported on this Form 4, the reporting person holds 315,990 shares directly.

(4) Following all the transactions reported on this Form 4, the reporting person holds 6,498 shares indirectly through the company's 401(k) plan as of April 30, 2014.

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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