

AMERICAN SOFTWARE INC
 Form 4
 January 02, 2014

FORM 4

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

OMB APPROVAL

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

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 *
KLINGES VINCENT C

2. Issuer Name and Ticker or Trading Symbol
AMERICAN SOFTWARE INC [AMSWA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
470 EAST PACES FERRY ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/30/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
CFO

ATLANTA, GA 30305

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

(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		
Class A Common Stock	12/30/2013		C ⁽¹⁾		6,957 A \$ 5.6	80,401	D
Class A Common Stock	12/30/2013		S		6,957 D \$ 9.9546 ⁽²⁾ ⁽⁵⁾	73,444	D
Class A Common Stock	12/31/2013		C ⁽³⁾		6,368 A \$ 5.6	79,812	D
Class A Common	12/31/2013		S		6,368 D \$ 9.9141	73,444	D

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Stock

(4) (5)

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

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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 (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. Amount or Number of Shares
Options to Acquire Class A Common Stock	\$ 5.6	12/30/2013		C ⁽¹⁾	6,957	07/19/2005 07/19/2014	Class A Common Stock	6,957
Options to Acquire Class A Common Stock	\$ 5.6	12/31/2013		C ⁽³⁾	6,368	07/19/2005 07/19/2014	Class A Common Stock	6,368

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KLINGES VINCENT C 470 EAST PACES FERRY ROAD ATLANTA, GA 30305			CFO	

Signatures

Vincent Klinges

01/02/2014

**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) On December 30, 2013, the Reporting Person converted 6,957 options into an equal number of shares of Class A Common Stock.
- (2) Represents the weighed average sales price for price increments ranging from \$9.95 to \$9.95.
- (3) On December 31, 2013, the Reporting Person converted 6,368 options into an equal number of shares of Class A Common Stock.
- (4) Represents the weighed average sales price for price increments ranging from \$9.90 to \$9.95.
- (5) The Reporting Peerson undertakes to provide, upon request by the Securities and Exchange Commission staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each price for all transactions reported on this Form 4.

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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