

SANTAMARIA ANGELO R

Form 4

May 14, 2010

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 *
 SANTAMARIA ANGELO R

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)
 05/12/2010

____ Director ____ 10% Owner
 ____X____ Officer (give title below) ____ Other (specify below)
 SVP Global Manufacturing

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)

____X____ 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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	05/12/2010		A		5,000	A \$ 0	52,500 D
Common Stock	05/14/2010		S ⁽¹⁾		1,000	D \$ 30.7	51,500 ⁽²⁾ D
Common Stock							1,867 ⁽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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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. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V	(A)	(D)	Amount or Number of Shares
Stock Option (Right to buy)	\$ 29.24	05/12/2010		A		8,000	<u>(4)</u> 05/12/2020	Common Stock 8,000

Reporting Owners

Reporting Owner Name / Address	Relationships
SANTAMARIA ANGELO R C/O AMERICAN SUPERCONDUCTOR CORPORATION 64 JACKSON ROAD DEVENS, MA 01434	Director 10% Owner Officer Other SVP Global Manufacturing

Signatures

/s/ Angelo R.
Santamaria 05/14/2010

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 12, 2010.
- (2) Following all the transactions reported on this Form 4, the reporting person holds 51,500 shares directly.

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- (3) Following all the transactions reported on this Form 4, the reporting person holds 1,867 shares indirectly through the company's 401(k) plan as of April 30, 2010.
- (4) The options vest in three equal annual installments beginning May 12, 2011.

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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