

DiCecco Susan J
Form 4
January 03, 2013

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 *
DiCecco Susan J

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)
C/O AMERICAN
SUPERCONDUCTOR
CORPORATION, 64 JACKSON
ROAD

3. Date of Earliest Transaction
(Month/Day/Year)
12/31/2012

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
SVP, Corporate Administration

(Street)
DEVENS, MA 01434

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

(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 (1) or (D) Price | | |
| Common Stock | 12/31/2012 | | D | | 38,800 (1) | D | |
| Common Stock | 12/31/2012 | | D | | 125,000 (2) | D | |
| Common Stock | | | | | 3,673 (4) | 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.

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) | | | |
|---|---|---|---|---|---|--|-----|---|--------------------|-----------------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Restricted Stock Unit | \$ 0 ⁽⁵⁾ | 01/02/2013 | | A | | 38,800 | | ⁽⁵⁾ | 03/01/2013 | Common Stock | 38,800 |
| Restricted Stock Unit | \$ 0 ⁽⁵⁾ | 01/02/2013 | | A | | 119,521 | | ⁽⁵⁾ | 03/01/2013 | Common Stock | 119,521 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|----------------------------------|
| | Director 10% Owner Officer Other |
| DiCecco Susan J C/O AMERICAN SUPERCONDUCTOR CORPORATION 64 JACKSON ROAD DEVENS, MA 01434 | SVP, Corporate Administration |

Signatures

/s/ David A. Henry,
Attorney-in-Fact 01/03/2013

 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) Represents unvested time-based restricted stock awards forfeited upon Ms. DiCecco's separation from the company on December 31, 2012.
- (2) Represents unvested performance based restricted stock award forfeited upon Ms. DiCecco's separation from the company on December 31, 2012.
- (3) Following all the transactions reported on this Form 4, the reporting person holds 22,857 shares directly.
- (4) Following all the transactions reported on this Form 4, the reporting person holds 3,673 shares indirectly through the company's 401(k) plan as of December 31, 2012.

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- Each restricted stock unit represents a contingent right to receive one share of company common stock upon vesting. The restricted stock
- (5) units vest in their entirety on the 8th day after Ms. DiCecco executes and delivers, and does not revoke, a new severance agreement with certain contractual protections for the company.

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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