

DiCecco Susan J
 Form 4
 December 18, 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 *
 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)

3. Date of Earliest Transaction (Month/Day/Year)
 12/17/2009

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 12/17/2009 | | M | | 250 | A | \$ 7.81 |
| Common Stock | 12/17/2009 | | M | | 1,750 | A | \$ 13.94 |
| Common Stock | 12/17/2009 | | M | | 2,667 | A | \$ 14.77 |
| Common Stock | 12/17/2009 | | S | | 4,667 | D | \$ 39.8126 |
| | | | | | 16,850 | D | |
| | | | | | 18,600 | D | |
| | | | | | 21,267 | D | |
| | | | | | 16,600 ⁽¹⁾ | D | |

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Common Stock 643 ⁽²⁾ 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.

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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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to buy) | \$ 7.81 | 12/17/2009 | | M | 250 | ⁽³⁾ 04/23/2012 | Common Stock 250 | \$ |
| Stock Option (Right to buy) | \$ 13.94 | 12/17/2009 | | M | 1,750 | ⁽⁴⁾ 04/26/2014 | Common Stock 1,750 | \$ |
| Stock Option (Right to buy) | \$ 14.77 | 12/17/2009 | | M | 2,667 | ⁽⁵⁾ 04/26/2017 | Common Stock 2,667 | \$ |

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

VP, Corporate Administration

Signatures

/s/ Susan J.
DiCecco

12/18/2009

 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) Following all the transactions reported on this Form 4, the reporting person holds 16,600 shares directly.
 - (2) Following all the transactions reported on this Form 4, the reporting person holds 643 shares indirectly through the company's 401(k) plan as of December 17, 2009.
 - (3) The option was fully vested as of April 23, 2007.
 - (4) The option was fully vested as of April 26, 2007.
 - (5) The options (4,000 shares) were granted on April 26, 2007 and vest in equal annual installments over a three year period, and will be fully vested on April 26, 2010.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.