

AMERICAN SUPERCONDUCTOR CORP /DE/

Form 4

December 04, 2007

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 *
STANKIEWICZ CHARLES W

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)

12/03/2007

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

EVP, AMSC Power Systems

TWO TECHNOLOGY DRIVE

(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

WESTBOROUGH, MA 01581

(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 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		
Common Stock	12/03/2007		M ⁽¹⁾		202	A	\$ 12.063	0	D
Common Stock	12/03/2007		M ⁽¹⁾		5,895	A	\$ 10.75	0	D
Common Stock	12/03/2007		S ⁽¹⁾		6,097	D	\$ 24.75	31,000 ⁽²⁾	D
Common Stock								3,414 ⁽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)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 12.063	12/03/2007		M ⁽¹⁾		202		⁽⁴⁾ 07/06/2008		Common Stock	202
Stock Option (right to buy)	\$ 10.75	12/03/2007		M ⁽¹⁾		5,895		⁽⁵⁾ 04/20/2009		Common Stock	5,895

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
STANKIEWICZ CHARLES W TWO TECHNOLOGY DRIVE WESTBOROUGH, MA 01581	EVP, AMSC Power Systems

Signatures

/s/ Charles W.
Stankiewicz
12/04/2007

__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)

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The stock option exercises and sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 26, 2007.

- (2) Following all the transactions reported on this Form 4, the reporting person holds 31,000 shares directly.
- (3) Following all the transactions reported on this Form 4, the reporting person holds 3,414 shares indirectly through the company's 401(k) plan as of September 30, 2007.
- (4) The option was fully vested as of July 6, 2003.
- (5) The option was fully vested as of April 20, 2004.

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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