

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

(Last) (First) (Middle)  
 C/O AMERICAN SUPERCONDUCTOR CORPORATION, 64 JACKSON ROAD

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

(Street)  
 DEVENS, MA 01434

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

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Common Stock 643 <sup>(2)</sup> 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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**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	<sup>(3)</sup> 04/23/2012	Common Stock 250	\$
Stock Option (Right to buy)	\$ 13.94	12/17/2009		M	1,750	<sup>(4)</sup> 04/26/2014	Common Stock 1,750	\$
Stock Option (Right to buy)	\$ 14.77	12/17/2009		M	2,667	<sup>(5)</sup> 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.  
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