

AMERICAN SUPERCONDUCTOR CORP /DE/
 Form 3
 July 29, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
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INITIAL STATEMENT OF 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 *
 A Winter Terry M
 (Last) (First) (Middle)

2. Date of Event Requiring Statement
 (Month/Day/Year)
 07/27/2005

3. Issuer Name and Ticker or Trading Symbol
 AMERICAN SUPERCONDUCTOR CORP /DE/
 [AMSC]

4. Relationship of Reporting Person(s) to Issuer
 5. If Amendment, Date Original Filed(Month/Day/Year)

C/O AMERICAN SUPERCONDUCTOR, TWO TECHNOLOGY DRIVE
 (Street)

(Check all applicable)

___ Director ___ 10% Owner
 ___X___ Officer ___ Other (specify below)
 (give title below)
 Executive VP and COO

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 01581-1727
 (City) (State) (Zip)

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|---|--|---|
| Common Stock, \$0.01 par value per share | 1,178 ⁽¹⁾ | D | ^ |
| Common Stock, \$0.01 par value per share | 10,000 ⁽²⁾ | D | ^ |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying | 4. Conversion | 5. Ownership | 6. Nature of Indirect Beneficial |
|---------------------------------|--|--|---------------|--------------|----------------------------------|
|---------------------------------|--|--|---------------|--------------|----------------------------------|

| (Instr. 4) | Date Exercisable | Expiration Date | Derivative Security (Instr. 4) Title | Amount or Number of Shares | or Exercise Price of Derivative Security | Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | Ownership (Instr. 5) |
|---------------------|---------------------------|-----------------|---|----------------------------|--|--|----------------------|
| Options to purchase | 03/07/2005 ⁽³⁾ | 09/07/2014 | Common Stock | 90,000 | \$ 12.55 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Winter Terry M C/O AMERICAN SUPERCONDUCTOR TWO TECHNOLOGY DRIVE WESTBOROUGH, MA 01581-1727 | Â | Â | Â Executive VP and COO | Â |

Signatures

/s/ Kevin M. Bisson,
Attorney-in-Fact

07/29/2005

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Shares acquired through Employee Stock Purchase Plan.
- (2) Nominal consideration was paid for the shares of restricted stock, as required by Delaware law for such shares to be validly issued.
- (3) The options are vested with respect to 15,000 shares. The remaining shares vest as follows: 15,000 shares on 9/7/2005; 30,000 shares on 9/7/2006; and 30,000 shares on 9/7/2007.

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.