

AMERICAN SUPERCONDUCTOR CORP /DE/
 Form 4
 December 04, 2007

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 *
MALOZEMOFF ALEXIS P

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
 Officer (give title below) 10% Owner
 Other (specify below)
EVP & Chief Technical Officer

C/O AMERICAN SUPERCONDUCTOR, TWO TECHNOLOGY DRIVE

(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

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 (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 | 12/03/2007 | | M ⁽¹⁾ | | 10,500 | A | \$ 3.53 |
| Common Stock | 12/03/2007 | | M ⁽¹⁾ | | 6,000 | A | \$ 7.81 |
| Common Stock | 12/03/2007 | | S ⁽¹⁾ | | 160 | D | \$ 23.47 |
| Common Stock | 12/03/2007 | | S ⁽¹⁾ | | 770 | D | \$ 23.57 |
| | 12/03/2007 | | S ⁽¹⁾ | | 200 | D | 0 |

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| | | | | | | | | | |
|--------------|------------|------------------|-------|---|--|----------|-----------------------|---|----------------|
| Common Stock | | | | | | \$ 23.58 | | | |
| Common Stock | 12/03/2007 | S ⁽¹⁾ | 142 | D | | \$ 23.61 | 0 | D | |
| Common Stock | 12/03/2007 | S ⁽¹⁾ | 98 | D | | \$ 23.62 | 0 | D | |
| Common Stock | 12/03/2007 | S ⁽¹⁾ | 530 | D | | \$ 23.65 | 0 | D | |
| Common Stock | 12/03/2007 | S ⁽¹⁾ | 100 | D | | \$ 23.68 | 0 | D | |
| Common Stock | 12/03/2007 | S ⁽¹⁾ | 1,102 | D | | \$ 23.7 | 0 | D | |
| Common Stock | 12/03/2007 | S ⁽¹⁾ | 898 | D | | \$ 23.71 | 0 | D | |
| Common Stock | 12/03/2007 | S ⁽¹⁾ | 3,000 | D | | \$ 23.74 | 0 | D | |
| Common Stock | 12/03/2007 | S ⁽¹⁾ | 1,000 | D | | \$ 23.77 | 0 | D | |
| Common Stock | 12/03/2007 | S ⁽¹⁾ | 1,000 | D | | \$ 23.8 | 0 | D | |
| Common Stock | 12/03/2007 | S ⁽¹⁾ | 2,000 | D | | \$ 23.85 | 0 | D | |
| Common Stock | 12/03/2007 | S ⁽¹⁾ | 500 | D | | \$ 23.91 | 88,500 ⁽²⁾ | D | |
| Common Stock | | | | | | | 3,500 ⁽³⁾ | 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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(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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------|
| | | | | Code | V (A) (D) | | | |

| | | | | | Date Exercisable | Expiration Date | | Amount or Number of Shares |
|--------------------------------------|---------|------------|------------------|--------|---------------------|--------------------|-----------------|-------------------------------------|
| Stock Option (right to buy) | \$ 3.53 | 12/03/2007 | M ⁽¹⁾ | 10,500 | <u>(4)</u> | 05/09/2013 | Common Stock | 10,500 |
| Stock Option (right to buy) | \$ 7.81 | 12/03/2007 | M ⁽¹⁾ | 6,000 | <u>(5)</u> | 04/23/2012 | Common Stock | 6,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MALOZEMOFF ALEXIS P C/O AMERICAN SUPERCONDUCTOR TWO TECHNOLOGY DRIVE WESTBOROUGH, MA 01581 | | | EVP & Chief Technical Officer | |

Signatures

/s/ Alexis P.
Malozemoff

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) 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 6, 2007.
- (2) Following all the transactions reported on this Form 4, the reporting person holds 88,500 shares directly.
- (3) Following all the transactions reported on this Form 4, the reporting person holds 3,500 shares indirectly through the company's 401(k) plan as of September 30, 2007.
- (4) The option was fully vested as of May 9, 2006.
- (5) The option was fully vested as of April 23, 2007.

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