

DOUGLAS KEVIN
Form SC 13D/A
February 14, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934

(Amendment No. 3)*

American Superconductor Corp.

(Name of Issuer)

Common Share

(Title of Class of Securities)

030111108

(CUSIP Number)

Ryan J. York

Davis Wright Tremaine LLP

1201 Third Avenue, Suite 2200

Seattle, WA 98101

(206) 622-3150

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

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February 13, 2013

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f), or 240.13d-1(g), check the following box. "

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page. The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. **030111108**

1 NAMES OF REPORTING PERSONS

Kevin Douglas

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

PF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.A.

7 SOLE VOTING POWER:

NUMBER OF

SHARES **0**

BENEFICIALLY **8** SHARED VOTING POWER:

OWNED BY

EACH **10,089,965 (1)**

9 SOLE DISPOSITIVE POWER:

REPORTING

PERSON

WITH **0**

10 SHARED DISPOSITIVE POWER:

13,792,507 (2)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

13,792,507 (1)(2)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) "

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

24.0% (3)

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

- (1) Kevin Douglas and his wife, Michelle Douglas, hold jointly as the beneficiaries and co-trustees of the K&M Douglas Trust 5,705,331 shares. In addition, Kevin Douglas and Michelle Douglas are co-trustees of the James Douglas and Jean Douglas Irrevocable Descendants Trust, which holds 4,384,634 shares.
- (2) Kevin Douglas has dispositive power with respect to (a) 1,381,010 shares held by James E. Douglas III, and (b) 2,321,532 shares held by the Douglas Family Trust, in addition to the shares listed in footnote (1) above.
- (3) Based on 57,540,057 shares of the Issuer's common stock outstanding as of February 6, 2013, as reported in the Issuer's quarterly report on Form 10-Q for the quarter ended December 31, 2012 filed with the Securities and Exchange Commission (the "SEC") on February 11, 2013.

CUSIP No. **030111108**

1 NAMES OF REPORTING PERSONS

Michelle Douglas

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

PF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.A.

7 SOLE VOTING POWER:

NUMBER OF

SHARES **0**

BENEFICIALLY **8** SHARED VOTING POWER:

OWNED BY

EACH **10,089,965 (1)**

9 SOLE DISPOSITIVE POWER:

REPORTING

PERSON

WITH **0**

10 SHARED DISPOSITIVE POWER:

10,089,965 (1)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10,089,965 (1)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) "

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

17.5% (2)

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

- (1) Kevin Douglas and his wife, Michelle Douglas, hold jointly as the beneficiaries and co-trustees of the K&M Douglas Trust 5,705,331 shares. In addition, Kevin Douglas and Michelle Douglas are co-trustees of the James Douglas and Jean Douglas Irrevocable Descendants Trust, which holds 4,384,634 shares.
- (2) Based on 57,540,057 shares of the Issuer's common stock outstanding as of February 6, 2013, as reported in the Issuer's quarterly report on Form 10-Q for the quarter ended December 31, 2012 filed with the SEC on February 11, 2013.

CUSIP No. **030111108**

1 NAMES OF REPORTING PERSONS

James E. Douglas III

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

PF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.A.

7 SOLE VOTING POWER:

NUMBER OF

SHARES **1,381,010**

BENEFICIALLY **8** SHARED VOTING POWER:

OWNED BY

EACH **0**

9 SOLE DISPOSITIVE POWER:

REPORTING

PERSON

WITH **0**

10 SHARED DISPOSITIVE POWER:

1,381,010 (1)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,381,010

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) "

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

2.4% (2)

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Kevin Douglas also has dispositive power.

(2) Based on 57,540,057 shares of the Issuer's common stock outstanding as of February 6, 2013, as reported in the Issuer's quarterly report on Form 10-Q for the quarter ended December 31, 2012 filed with the SEC on February 11, 2013.

CUSIP No. **030111108**

1 NAMES OF REPORTING PERSONS

K&M Douglas Trust (1)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

PF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

California

7 SOLE VOTING POWER:

NUMBER OF

SHARES **5,705,331**

BENEFICIALLY 8 SHARED VOTING POWER:

OWNED BY

EACH **0**
9 SOLE DISPOSITIVE POWER:

REPORTING

PERSON **5,705,331**

WITH 10 SHARED DISPOSITIVE POWER:

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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5,705,331

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

9.9% (2)

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

- (1) Kevin Douglas and Michelle Douglas, husband and wife, are beneficiaries and co-trustees.
- (2) Based on 57,540,057 shares of the Issuer's common stock outstanding as of February 6, 2013, as reported in the Issuer's quarterly report on Form 10-Q for the quarter ended December 31, 2012 filed with the SEC on February 11, 2013.

CUSIP No. **030111108**

1 NAMES OF REPORTING PERSONS

Douglas Family Trust (1)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

PF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

California

7 SOLE VOTING POWER:

NUMBER OF

SHARES **2,321,532**

BENEFICIALLY 8 SHARED VOTING POWER:

OWNED BY

EACH **0**

9 SOLE DISPOSITIVE POWER:

REPORTING

PERSON

WITH **0**

10 SHARED DISPOSITIVE POWER:

2,321,532 (2)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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2,321,532

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) ..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

4.0% (3)

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

- (1) James E. Douglas and Jean A. Douglas, husband and wife, are co-trustees.
- (2) Kevin Douglas also has dispositive power.
- (3) Based on 57,540,057 shares of the Issuer's common stock outstanding as of February 6, 2013, as reported in the Issuer's quarterly report on Form 10-Q for the quarter ended December 31, 2012 filed with the SEC on February 11, 2013.

CUSIP No. **030111108**

1 NAMES OF REPORTING PERSONS

James Douglas and Jean Douglas Irrevocable Descendants Trust (1)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

PF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

California

7 SOLE VOTING POWER:

NUMBER OF

SHARES **4,384,634**

BENEFICIALLY 8 SHARED VOTING POWER:

OWNED BY

EACH **0**
9 SOLE DISPOSITIVE POWER:

REPORTING

PERSON **4,384,634**

WITH 10 SHARED DISPOSITIVE POWER:

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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4,384,634

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) ..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

7.6% (2)

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

(1) Kevin Douglas and Michelle Douglas, husband and wife, are co-trustees.

(2) Based on 57,540,057 shares of the Issuer's common stock outstanding as of February 6, 2013, as reported in the Issuer's quarterly report on Form 10-Q for the quarter ended December 31, 2012 filed with the SEC on February 11, 2013.

Schedule 13D

This Amendment No. 3 (Amendment) amends and supplements the Schedule 13D filed with the SEC on April 6, 2011, as previously amended by the Schedule 13D/A filed with the SEC on October 7, 2011 and the Schedule 13D/A filed with the SEC on February 1, 2012 (the Schedule 13D). Except as set forth in this Amendment, the Schedule 13D remains unchanged. Unless otherwise indicated, all capitalized terms used herein but not defined herein shall have the same meaning as set forth in the Schedule 13D.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

This Amendment discloses additional purchases of the Stock on February 6-13, 2013. The source and amount of funds used in purchasing the additional shares of Stock were as follows:

Purchaser	Source of Funds	Amount
K&M Douglas Trust	PF	\$ 1,261,396
James A. Douglas & Jean Douglas Irrevocable Descendant s Trust	PF	\$ 1,040,655
Douglas Family Trust	PF	\$ 536,091
James E. Douglas III	PF	\$ 315,347

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

The beneficial ownership of the Stock by each Filer at the date hereof is reflected on that Reporting Person s cover page.

The Filers effected the following transactions in the Stock in open market transactions on the dates indicated, and such transactions are the only transactions in the Stock by the Filers since 60 days before the date on the cover page of this Amendment:

1. Purchase of shares by K&M Douglas Trust in the past sixty days:

Date of Purchase	Number of Shares Purchased	Price Per Share
February 6, 2013	68,467	\$ 2.85
February 7, 2013	28,149	\$ 2.81
February 8, 2013	17,848	\$ 2.82
February 11, 2013	57,258	\$ 3.10
February 12, 2013	145,601	\$ 3.05
February 13, 2013	98,000	\$ 3.22

2. Purchase of shares by James Douglas and Jean Douglas Irrevocable Descendant s Trust in the past sixty days:

Date of Purchase	Number of Shares Purchased	Price Per Share
February 6, 2013	56,486	\$ 2.85
February 7, 2013	23,223	\$ 2.81
February 8, 2013	14,725	\$ 2.82
February 11, 2013	47,238	\$ 3.10
February 12, 2013	120,121	\$ 3.05
February 13, 2013	80,850	\$ 3.22

3. Purchase of shares by Douglas Family Trust in the past sixty days:

Date of Purchase	Number of Shares Purchased	Price Per Share
February 6, 2013	29,099	\$ 2.85
February 7, 2013	11,963	\$ 2.81
February 8, 2013	7,585	\$ 2.82
February 11, 2013	24,334	\$ 3.10
February 12, 2013	61,880	\$ 3.05
February 13, 2013	41,650	\$ 3.22

4. Purchase of shares by James E. Douglas III in the past sixty days:

Date of Purchase	Number of Shares Purchased	Price Per Share
February 6, 2013	17,117	\$ 2.85
February 7, 2013	7,037	\$ 2.81
February 8, 2013	4,462	\$ 2.82
February 11, 2013	14,314	\$ 3.10
February 12, 2013	36,400	\$ 3.05
February 13, 2013	24,500	\$ 3.22

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 14, 2013

*Kevin Douglas
KEVIN DOUGLAS

Date: February 14, 2013

*Michelle Douglas
MICHELLE DOUGLAS

Date: February 14, 2013

*James E. Douglas III
JAMES E. DOUGLAS III

K&M DOUGLAS TRUST

Date: February 14, 2013

*Kevin Douglas
By: Kevin Douglas
Title: Trustee

Date: February 14, 2013

*Michelle Douglas
By: Michelle Douglas
Title: Trustee

DOUGLAS FAMILY TRUST

Date: February 14, 2013

*James E. Douglas, Jr.
By: James E. Douglas, Jr.
Title: Trustee

Date: February 14, 2013

*Jean A. Douglas
By: Jean A. Douglas
Title: Trustee

JAMES DOUGLAS AND JEAN DOUGLAS
IRREVOCABLE DESCENDANTS TRUST

Date: February 14, 2013

*Kevin Douglas
By: Kevin Douglas
Title: Trustee

Date: February 14, 2013

*Michelle Douglas
By: Michelle Douglas
Title: Trustee

*Eileen Wheatman

/s/ Eileen Wheatman
By: Eileen Wheatman

Attorney-in-Fact