

AMERICAN SUPERCONDUCTOR CORP /DE/
 Form 4
 June 01, 2006

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

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
05/30/2006

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	05/30/2006		S ⁽¹⁾	700 D \$ 9.43	0	D	
Common Stock	05/30/2006		S ⁽¹⁾	100 D \$ 9.42	69,100 ⁽²⁾	D	
Common Stock					2,856 ⁽³⁾	I	By 401(k) Plan
Common Stock					4,500 ⁽⁴⁾	I	By Trusts

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

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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V	(A)	(D)	Amount or Number of Shares	

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 06/01/2006

__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).
- The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 14, 2005. The sale was made solely to cover Mr. Malozemoff's tax liability due to be paid in June 2006 associated with the vesting in May of this year of a total of 2,000 shares of restricted common stock pursuant to a restricted stock award made to Mr. Malozemoff in May 2005.
- (1) Following all the transactions reported on this Form 4, the reporting person holds 69,100 shares directly.
 - (2) The reporting person holds 2,856 shares indirectly through the company's 401(k) plan as of March 31, 2006.
 - (3) The reporting person holds 4,500 shares indirectly in two trusts of which he is co-trustee.

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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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