AMERICAN SOFTWARE INC

Form 4 March 17, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per

response... 0.5

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue.

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 See Instruction

1(b).

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person ** NEWBERRY THOMAS L		2. Issuer Name and Ticker or Trading Symbol AMERICAN SOFTWARE INC [AMSWA]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) 470 EAST 1	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/15/2006				_X_ Director Officer (give below)	we title 10% Owner Other (specify below)		
ATLANTA	(Street)			ndment, Da nth/Day/Year	_			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative S	ve Securities Acquired, Disposed of, or Beneficially Owned				
1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yea	ar) Execution	emed on Date, if /Day/Year)	3. Transactic Code (Instr. 8)	4. Securit on(A) or Dia (Instr. 3, 4)	sposed	of (D)	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 Beneficial Ownership (Instr. 4)
Class A Common Stock								41,225	D	
Class B Stock	03/15/2006			D	35,000 (1)	D	\$ 6.9	1,319,937	D	
Class B	03/15/2006			D	10,000	D	\$ 6.87	1,309,937	D	

(2)

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

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6.87

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displays a currently valid OMB control number.

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. 5. TransactionNumber Code of (Instr. 8) Derivative Securities Acquired (A) or Disposed of (D)				7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(Instr. 3, 4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options to Acquire Class A Common Stock	\$ 1.45 (3)					04/30/1997(4)	02/01/2016	Class A Common Stock	111,000

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		

NEWBERRY THOMAS L 470 EAST PACES FERRY ROAD X ATLANTA, GA 30305

Signatures

Thomas L. 03/17/2006 Newberry

**Signature of Date Reporting Person

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) Converted to Class A at time of sale.
- (2) Converted to Class A at time of sale.
- (3) Exercise prices range from \$1.45 to \$11.75.
- (4) Range of exercisable dates.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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