

STANKIEWICZ CHARLES W  
 Form 4  
 June 09, 2009

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
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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 \*  
 STANKIEWICZ CHARLES W

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 & GM, AMSC Power Systems

(Last) (First) (Middle)

C/O AMERICAN SUPERCONDUCTOR CORPORATION, 64 JACKSON ROAD

3. Date of Earliest Transaction (Month/Day/Year)  
 06/05/2009

(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

DEVENS, MA 01434

(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 Beneficial Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock	06/05/2009		M <sup>(1)</sup>	15,000 A \$ 14.55 0		D	
Common Stock	06/05/2009		S <sup>(1)</sup>	14,820 D \$ 27.304 0		D	
Common Stock	06/05/2009		S <sup>(1)</sup>	180 D \$ 27.511 0		D	
Common Stock	06/05/2009		S <sup>(1)</sup>	4,200 D \$ 27.5168 0		D	

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Common Stock	06/05/2009	S <sup>(1)</sup>	800	D	\$ 27.74	100,351 <sup>(2)</sup>	D	
Common Stock						3,861 <sup>(3)</sup>	I	By 401(k) Plan

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

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**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)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Stock Option(Right to buy)	\$ 14.55	06/05/2009		M <sup>(1)</sup>	15,000	<sup>(4)</sup> 05/15/2017	Common Stock	15,000	

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director      10% Owner      Officer      Other

STANKIEWICZ CHARLES W  
C/O AMERICAN SUPERCONDUCTOR CORPORATION  
64 JACKSON ROAD  
DEVENS, MA 01434

EVP & GM, AMSC Power Systems

## Signatures

/s/ Charles W. Stankiewicz      06/09/2009

    \*\*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 exercise and sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 Plan.
- (2) Following all the transactions reported on this Form 4, the reporting person holds 100,351 shares directly.
- (3) Following all the transactions reported on this Form 4, the reporting person holds 3,861 shares indirectly through the company's 401(k) plan as of May 31, 2009.
- (4) The options are vested with respect to 80,000 shares inclusive of amounts exercised in the transaction. The remaining 40,000 shares will vest on 5/15/2010.

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.