

DiCecco Susan J
 Form 3
 August 12, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

DiCecco Susan J
 (Last) (First) (Middle)

C/O AMERICAN SUPERCONDUCTOR CORPORATION, 64 JACKSON ROAD

(Street)

DEVENS, MA 01434

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
 08/05/2009

3. Issuer Name and Ticker or Trading Symbol

AMERICAN SUPERCONDUCTOR CORP /DE/ [AMSC]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer Other
 (give title below) (specify below)
 VP, Corporate Administration

5. 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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned (Instr. 4)

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

4. Nature of Indirect Beneficial Ownership (Instr. 5)

Common Stock

11,600

D

À

Common Stock

588 (1)

I

By 401(k) Plan

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|-----------------|--|----------------------------|--|--|--|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Stock Option (Right to buy) | 04/17/2004 ⁽²⁾ | 04/17/2013 | Common Stock | 1,200 | \$ 3.44 | D | Â |
| Stock Option (Right to buy) | 04/23/2003 ⁽³⁾ | 04/23/2012 | Common Stock | 250 | \$ 7.81 | D | Â |
| Stock Option (Right to buy) | 04/26/2005 ⁽⁴⁾ | 04/26/2014 | Common Stock | 1,750 | \$ 13.94 | D | Â |
| Stock Option (Right to buy) | 04/26/2008 ⁽⁵⁾ | 04/26/2017 | Common Stock | 4,000 | \$ 14.77 | D | Â |
| Stock Option (Right to buy) | 05/11/2010 ⁽⁶⁾ | 05/11/2019 | Common Stock | 12,000 | \$ 25.5 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DiCecco Susan J C/O AMERICAN SUPERCONDUCTOR CORPORATION 64 JACKSON ROAD DEVENS, MA 01434 | Â | Â | Â VP, Corporate Administration | Â |

Signatures

/s/ David A. Henry, 08/13/2009
Attorney-in-Fact

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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 reporting person holds 588 shares indirectly through the company's 401(k) plan as of July 31, 2009.
- (2) The options are vested with respect to 1,200 shares.
- (3) The options are vested with respect to 250 shares.
- (4) The options are vested with respect to 1,750 shares.
- (5) The options are vested with respect to 2,667 shares. The remaining 1,333 shares will vest on 4/27/2010.
- (6) The 12,000 shares will vest in three equal annual installments beginning 5/11/2010.

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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