

AMERICAN SUPERCONDUCTOR CORP /DE/

Form 4

May 30, 2008

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
SANTAMARIA ANGELO R

(Last) (First) (Middle)

C/O AMERICAN
SUPERCONDUCTOR
CORPORATION, 64 JACKSON
ROAD

(Street)

DEVENS, MA 01434

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

AMERICAN SUPERCONDUCTOR
CORP /DE/ [AMSC]

3. Date of Earliest Transaction
(Month/Day/Year)
05/28/2008

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
VP, Global Manufacturing Oper.

6. Individual or Joint/Group Filing(Check
Applicable Line)

____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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)
Common Stock	05/28/2008		M ⁽¹⁾	20,000 A	\$ 13.25	0	D
Common Stock	05/28/2008		S ⁽¹⁾	20,000 D	\$ 35	46,000 ⁽²⁾	D
Common Stock						1,401 ⁽³⁾	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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(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)	Amount or Number of Shares
Stock Option(right to buy)	\$ 13.25	05/28/2008		M ⁽¹⁾	20,000	⁽⁴⁾ 04/01/2014	Common Stock	20,000

Reporting Owners

Reporting Owner Name / Address	Relationships
SANTAMARIA ANGELO R C/O AMERICAN SUPERCONDUCTOR CORPORATION 64 JACKSON ROAD DEVENS, MA 01434	Director 10% Owner Officer Other VP, Global Manufacturing Oper.

Signatures

/s/ Angelo R.
Santamaria 05/30/2008

**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 adopted by the reporting person on May 20, 2008.
- (2) Following all the transactions reported on this Form 4, the reporting person holds 46,000 shares directly.
- (3) Following all the transactions reported on this Form 4, the reporting person holds 1,401 shares indirectly through the company's 401(k) plan as of April 30, 2008

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(4) The options are vested with respect to 10,000 shares. The remaining 10,000 shares vest on 4/01/2009.

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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