

MILLER JAMES B JR  
Form 4  
December 12, 2011

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
MILLER JAMES B JR

2. Issuer Name and Ticker or Trading Symbol  
AMERICAN SOFTWARE INC  
[AMSWA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

Director  10% Owner  
 Officer (give title below)  Other (specify below)

470 EAST PACES FERRY ROAD

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

(Street)

ATLANTA, GA 30305

(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	(A) or (D)	Price
Class A Common Stock	12/08/2011		C <sup>(1)</sup>	50,000	A	4.5916	65,000	D
						<u>(2)</u>		
Class A Common Stock	12/08/2011		S	26,450	D	8.7418	38,550	D
						<u>(3)</u> <u>(4)</u>		

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

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SEC 1474  
(9-02)

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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)	8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Options to Acquire Class A Common Stock	\$ 3.25	12/08/2011		<u>C(1)</u>	5,000	05/15/2003	05/15/2012	Class A Common Stock	3,000
Options to Acquire Class A Common Stock	\$ 2.95	12/08/2011		<u>C(1)</u>	3,000	07/31/2003	07/31/2012	Class A Common Stock	3,000
Options to Acquire Class A Common Stock	\$ 2.38	12/08/2011		<u>C(1)</u>	3,000	10/31/2003	10/31/2012	Class A Common Stock	3,000
Options to Acquire Class A Common Stock	\$ 2.8	12/08/2011		<u>C(1)</u>	3,000	01/31/2004	01/31/2013	Class A Common Stock	3,000
Options to Acquire Class A Common Stock	\$ 3.7	12/08/2011		<u>C(1)</u>	3,000	04/30/2004	04/30/2013	Class A Common Stock	3,000
Options to Acquire	\$ 5.76	12/08/2011		<u>C(1)</u>	3,000	07/31/2004	07/31/2013	Class A Common Stock	3,000

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Class A Common Stock									
Options to Acquire Class A Common Stock	\$ 5.8	12/08/2011	<u>C(1)</u>	3,000	04/30/2005	04/30/2014	Class A Common Stock	3,000	
Options to Acquire Class A Common Stock	\$ 5.58	12/08/2011	<u>C(1)</u>	3,000	07/30/2005	07/30/2014	Class A Common Stock	3,000	
Options to Acquire Class A Common Stock	\$ 5.91	12/08/2011	<u>C(1)</u>	3,000	10/29/2005	10/29/2014	Class A Common Stock	3,000	
Options to Acquire Class A Common Stock	\$ 6	12/08/2011	<u>C(1)</u>	3,000	07/31/2007	07/31/2012	Class A Common Stock	3,000	
Options to Acquire Class A Common Stock	\$ 5.48	12/08/2011	<u>C(1)</u>	3,000	07/31/2009	07/31/2014	Class A Common Stock	3,000	
Options to Acquire Class A Common Stock	\$ 4.55	12/08/2011	<u>C(1)</u>	3,000	10/31/2009	10/31/2014	Class A Common Stock	3,000	
Options to Acquire Class A Common Stock	\$ 4.15	12/08/2011	<u>C(1)</u>	3,000	01/30/2010	01/30/2015	Class A Common Stock	3,000	
Options to	\$ 5.55	12/08/2011	<u>C(1)</u>	3,000	04/30/2010	04/30/2015	Class A Common	3,000	

Acquire Class A Common Stock								Stock	
Options to Acquire Class A Common Stock	\$ 5.48	12/08/2011	<u>C(1)</u>	3,000	01/29/2011	01/29/2016	Class A Common Stock	3,000	
Options to Acquire Class A Common Stock	\$ 5.02	12/08/2011	<u>C(1)</u>	3,000	07/30/2011	07/30/2016	Class A Common Stock	3,000	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MILLER JAMES B JR 470 EAST PACES FERRY ROAD ATLANTA, GA 30305		X		

## Signatures

James B. Miller                      12/12/2011  
 \*\*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) On December 8, 2011, the Reporting Person converted 50,000 options into an equal number of shares of Class A Common Stock.
- (2) Represents the weighted average conversion price of the options exercised (listed below in Table II), for price increments ranging from \$2.38 to \$6.00.
- (3) Represents the weighted average sales price for price increments ranging from \$8.64 to \$8.89.
- (4) The Reporting Person undertakes to provide, upon request by the Securities and Exchange Commission staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price for all transactions reported on this Form 4.

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.