

AMERICAN SOFTWARE INC  
 Form 4  
 December 14, 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 \*  
**EDENFIELD JAMES C**

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)  
**470 EAST PACES FERRY ROAD**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**12/12/2011**

\_\_\_\_ Director  10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**President and CEO**

**ATLANTA, GA 30305**

(City) (State) (Zip)

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

**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	12/12/2011		C <sup>(2)</sup>		4,300	A	\$ 5.97
							64,300
Class A Common Stock	12/12/2011		S <sup>(3)</sup>		4,300	D	\$ 8.7671
							60,000
							<sup>(4)</sup> <sup>(5)</sup>
Class A Common Stock	12/13/2011		C <sup>(6)</sup>		5,700	A	\$ 5.97
							65,700
Class A Common	12/13/2011		S <sup>(3)</sup>		5,700	D	\$ 8.8554
							60,000

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Stock

(5) (7)

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

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SEC 1474  
(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 (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
Options to Acquire Class A Common Stock	\$ 5.97	12/12/2011		C <sup>(2)</sup>	4,300	07/17/2007 07/17/2012	Class A Common Stock	4,300
Options to Acquire Class A Common Stock	\$ 5.97	12/13/2011		C <sup>(6)</sup>	5,700	07/17/2007 07/17/2012	Class A Common Stock	5,700

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EDENFIELD JAMES C 470 EAST PACES FERRY ROAD ATLANTA, GA 30305		X	President and CEO	

## Signatures

James C.  
Edenfield

12/14/2011

    \*\*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) 60,000 shares held by James C. and Norma T. Edenfield Foundation.
- (2) On December 12, 2011, the Reporting Person converted 4,300 options into an equal number of shares of Class A Common Stock.
- (3) The sales reported in this Form 4 were made pursuant to a Rule 10b5-1 plan adopted by the Reporting Person.
- (4) Represents the weighted average sales price for price increments ranging from \$8.71 to \$8.85.

The Reporting Person undertakes to provide, upon request by the Securities and Exchange Commission staff, the Issuer or a security

- (5) holder of the Issuer, full information regarding the number of shares sold at each separate price for all transactions reported on this Form 4.
- (6) On December 13, 2011, the Reporting Person converted 5,700 options into an equal number of shares of Class A Common Stock.
- (7) Represents the weighted average sales price for price increments ranging from \$8.76 to \$8.955.

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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