

DOUGLAS KEVIN
Form 4
April 06, 2011

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 *
DOUGLAS KEVIN

2. Issuer Name **and** Ticker or Trading
Symbol
AMERICAN SUPERCONDUCTOR
CORP /DE/ [AMSC]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
125 E. SIR FRANCIS DRAKE
BLVD., STE 400

3. Date of Earliest Transaction
(Month/Day/Year)
04/04/2011

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

(Street)
LARKSPUR, CA 94939

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
X Form filed by More than One Reporting
Person

(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) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common Stock | 04/04/2011 | | P | 38,000 | A \$ 24.67 | 1,912,664 | D ⁽¹⁾ |
| Common Stock | 04/04/2011 | | P | 31,350 | A \$ 24.67 | 2,340,280 | I ⁽²⁾ ⁽³⁾ |
| Common Stock | 04/04/2011 | | P | 16,150 | A \$ 24.67 | 1,268,382 | I ⁽²⁾ ⁽⁴⁾ |

By James
Douglas and
Jean Douglas
Irrevocable
Descendants'
Trust

By Douglas
Family Trust

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| | | | | | | | | |
|--------------|------------|---|-----------|---|----------|-----------|-----------|------------------------------------------------------------------|
| Common Stock | 04/04/2011 | P | 9,500 | A | \$ 24.67 | 761,510 | I (2) (5) | By James E. Douglas III |
| Common Stock | 04/05/2011 | P | 80,000 | A | \$ 24.91 | 1,992,664 | D (1) | |
| Common Stock | 04/05/2011 | P | 66,000 | A | \$ 24.91 | 2,406,280 | I (2) (3) | By James Douglas and Jean Douglas Irrevocable Descendants' Trust |
| Common Stock | 04/05/2011 | P | 34,000 | A | \$ 24.91 | 1,302,382 | I (2) (4) | By Douglas Family Trust |
| Common Stock | 04/05/2011 | P | 20,000 | A | \$ 24.91 | 781,510 | I (2) (5) | By James E. Douglas III |
| Common Stock | 04/06/2011 | P | 1,200,000 | A | \$ 14.27 | 3,192,664 | D (1) | |
| Common Stock | 04/06/2011 | P | 990,000 | A | \$ 14.27 | 3,396,280 | I (2) (3) | By James Douglas and Jean Douglas Irrevocable Descendants' Trust |
| Common Stock | 04/06/2011 | P | 510,000 | A | \$ 14.27 | 1,812,382 | I (2) (4) | By Douglas Family Trust |
| Common Stock | 04/06/2011 | P | 300,000 | A | \$ 14.27 | 1,081,510 | I (2) (5) | By James E. Douglas III |

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 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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|----------------------------------------------------------------------------------------|
| | | | | Code | V (A) (D) | | Title | | |

| | | |
|---------------------|--------------------|----------------------------------------|
| Date Exercisable | Expiration Date | Amount or Number of Shares |
|---------------------|--------------------|----------------------------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---------------------------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| DOUGLAS KEVIN 125 E. SIR FRANCIS DRAKE BLVD., STE 400 LARKSPUR, CA 94939 | | X | | |
| Douglas Michelle 125 E. SIR FRANCIS DRAKE BLVD., STE 400 LARKSPUR, CA 94939 | | X | | |
| DOUGLAS FAMILY TRUST 125 E. SIR FRANCIS DRAKE BLVD., STE 400 LARKSPUR, CA 94939 | | X | | |
| JAMES & JEAN DOUGLAS IRREVOCABLE DESCENDANTS TRUST 125 E. SIR FRANCIS DRAKE BLVD., STE 400 LARKSPUR, CA 94939 | | X | | |
| DOUGLAS JAMES E III 125 E. SIR FRANCIS DRAKE BLVD., STE 400 LARKSPUR, CA 94939 | | X | | |

Signatures

| | |
|---------------------------------------------------------------------------------------------------------------|------------|
| /s/ Eileen Davis-Wheatman, attorney in fact for Kevin Douglas | 04/06/2011 |
| __Signature of Reporting Person | Date |
| /s/ Eileen Davis-Wheatman, attorney in fact for Michelle Douglas | 04/06/2011 |
| __Signature of Reporting Person | Date |
| /s/ Eileen Davis-Wheatman, attorney in fact for Douglas Family Trust | 04/06/2011 |
| __Signature of Reporting Person | Date |
| /s/ Eileen Davis-Wheatman, attorney in fact for James Douglas and Jean Douglas Irrevocable Descendants' Trust | 04/06/2011 |
| __Signature of Reporting Person | Date |
| /s/ Eileen Davis-Wheatman, attorney in fact for James E. Douglas III | 04/06/2011 |
| __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) These shares are held directly and jointly by Kevin Douglas and Michelle Douglas, husband and wife.

(2)

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The reporting persons are filing this Form 4 jointly, but not as members of a group, and each expressly disclaims membership in a group. The filing of this Form 4 should not be construed as an admission that any reporting person is, and each such person disclaims that that such person is, the beneficial owner, as defined in Rule 13d-3 under the Securities Exchange Act of 1934, as amended, of any of the securities covered by this Form 4, except for securities that such person holds directly.

- (3) These shares are held directly by the James Douglas and Jean Douglas Irrevocable Descendants' Trust and indirectly by Kevin Douglas and Michelle Douglas as co-trustees of the James Douglas and Jean Douglas Irrevocable Descendants' Trust.
- (4) These shares are held directly by the Douglas Family Trust and indirectly by Kevin Douglas, James E. Douglas, Jr. and Jean A. Douglas, husband and wife, as co-trustees of the Douglas Family Trust.
- (5) These shares are held directly by James E. Douglas III and indirectly by Kevin Douglas.

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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