

DiCecco Susan J  
 Form 4  
 January 03, 2013

**FORM 4**

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

OMB APPROVAL

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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 \*  
 DiCecco Susan J

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)

3. Date of Earliest Transaction (Month/Day/Year)  
 12/31/2012

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 SVP, Corporate Administration

C/O AMERICAN SUPERCONDUCTOR CORPORATION, 64 JACKSON ROAD

(Street)

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

DEVENS, MA 01434

(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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	12/31/2012		D		38,800 (1) \$ 0 147,857	D	
Common Stock	12/31/2012		D		125,000 (2) \$ 0 22,857 (3)	D	
Common Stock					3,673 (4)	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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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Table with 7 main columns: 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).

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

SVP, Corporate Administration

Signatures

/s/ David A. Henry, Attorney-in-Fact 01/03/2013

\*\*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) Represents invested time-based restricted stock awards forfeited upon Ms. DiCecco's separation from the company on December 31, 2012.
(2) Represents unvested performance based restricted stock award forfeited upon Ms. DiCecco's separation from the company on December 31, 2012.
(3) Following all the transactions reported on this Form 4, the reporting person holds 22,857 shares directly.
(4) Following all the transactions reported on this Form 4, the reporting person holds 3,673 shares indirectly through the company's 401(k) plan as of December 31, 2012.

## Edgar Filing: DiCecco Susan J - Form 4

Each restricted stock unit represents a contingent right to receive one share of company common stock upon vesting. The restricted stock (5) units vest in their entirety on the 8th day after Ms. DiCecco executes and delivers, and does not revoke, a new severance agreement with certain contractual protections for the company.

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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