

DOUGLAS KEVIN
Form 4
March 24, 2011

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 *
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
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/22/2011

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

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)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/22/2011		P		40,000	A	\$ 23.41	1,825,864	D ⁽¹⁾	By James Douglas and Jean Douglas Irrevocable Descendants' Trust
Common Stock	03/22/2011		P		33,000	A	\$ 23.41	2,268,670	I ^{(2) (3)}	By Douglas Family Trust
Common Stock	03/22/2011		P		17,000	A	\$ 23.41	1,231,492	I ^{(2) (4)}	

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Common Stock	03/22/2011	P	10,000	A	\$ 23.41	739,810	I <u>(2)</u> <u>(5)</u>	By James E. Douglas III
Common Stock	03/23/2011	P	48,800	A	\$ 23.35	1,874,664	D <u>(1)</u>	
Common Stock	03/23/2011	P	40,260	A	\$ 23.35	2,308,930	I <u>(2)</u> <u>(3)</u>	By James Douglas and Jean Douglas Irrevocable Descendants' Trust
Common Stock	03/23/2011	P	20,740	A	\$ 23.35	1,252,232	I <u>(2)</u> <u>(4)</u>	By Douglas Family Trust
Common Stock	03/23/2011	P	12,200	A	\$ 23.35	752,010	I <u>(2)</u> <u>(5)</u>	By James E. Douglas III

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

DOUGLAS KEVIN
125 E. SIR FRANCIS DRAKE BLVD., STE 400
LARKSPUR, CA 94939

Director 10% Owner Officer Other

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/ Tim McGaw, attorney in fact for Kevin Douglas	03/24/2011
__Signature of Reporting Person	Date
/s/ Tim McGaw, attorney in fact for Michelle Douglas	03/24/2011
__Signature of Reporting Person	Date
/s/ Tim McGaw, attorney in fact for Douglas Family Trust	03/24/2011
__Signature of Reporting Person	Date
/s/ Tim McGaw, attorney in fact for James Douglas and Jean Douglas Irrevocable Descendants' Trust	03/24/2011
__Signature of Reporting Person	Date
/s/ Tim McGaw, attorney in fact for James E. Douglas III	03/24/2011
__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.
The reporting persons are filing this Form 4 jointly, but not as members of a group, and each expressly disclaims membership in a group.
- (2) 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. 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.