

AMERICAN SUPERCONDUCTOR CORP /DE/

Form 3

July 29, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *
 A Winter Terry M

(Last) (First) (Middle)

C/O AMERICAN
 SUPERCONDUCTOR,Â TWO
 TECHNOLOGY DRIVE

(Street)

WESTBOROUGH,Â MAÂ 01581-1727

(City) (State) (Zip)

2. Date of Event
 Requiring Statement
 (Month/Day/Year)
 07/27/2005

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

4. Relationship of Reporting Person(s) to Issuer
 5. If Amendment, Date Original Filed(Month/Day/Year)

(Check all applicable)

____ Director ____ 10% Owner
 ____X____ Officer ____ Other
 (give title (specify below)
 below)
 Executive VP and COO

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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, \$0.01 par value per share	1,178 ⁽¹⁾	D	Â
Common Stock, \$0.01 par value per share	10,000 ⁽²⁾	D	Â

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying	4. Conversion	5. Ownership	6. Nature of Indirect Beneficial
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(Instr. 4)			Derivative Security (Instr. 4)	or Exercise Price of Derivative Security	Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Options to purchase	03/07/2005 ⁽³⁾	09/07/2014	Common Stock	90,000	\$ 12.55	D Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Winter Terry M C/O AMERICAN SUPERCONDUCTOR TWO TECHNOLOGY DRIVE WESTBOROUGH,Â MAÂ 01581-1727	Â	Â	Â Executive VP and COO	Â

Signatures

/s/ Kevin M. Bisson,
Attorney-in-Fact

07/29/2005

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Shares acquired through Employee Stock Purchase Plan.

(2) Nominal consideration was paid for the shares of restricted stock, as required by Delaware law for such shares to be validly issued.

(3) The options are vested with respect to 15,000 shares. The remaining shares vest as follows: 15,000 shares on 9/7/2005; 30,000 shares on 9/7/2006; and 30,000 shares on 9/7/2007.

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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