

AMERICAN SOFTWARE INC
 Form 4
 December 18, 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 *
 NEWBERRY THOMAS L V

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)

3. Date of Earliest Transaction (Month/Day/Year)
 12/16/2013

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

470 EAST PACES FERRY 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

ATLANTA, GA 30305

(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
Class A Common Stock	12/16/2013		C(1)		3,000	A	\$ 9.29
					3,000		
Class A Common Stock	12/16/2013		C(1)		3,000	A	\$ 6.16
					6,000		
Class A Common Stock	12/16/2013		C(1)		286	A	\$ 5.55
					6,286		
Class A Common	12/16/2013		S		6,286	D	\$ 0
							10.0202

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Stock					(2)	(5)	
Class A Common Stock	12/17/2013	C ⁽³⁾	2,714	A	\$ 5.55	2,714	D
Class A Common Stock	12/17/2013	C ⁽³⁾	3,000	A	\$ 5.48	5,714	D
Class A Common Stock	12/17/2013	C ⁽³⁾	3,000	A	\$ 6.39	8,714	D
Class A Common Stock	12/17/2013	C ⁽³⁾	2,492	A	\$ 6.04	11,206	D
Class A Common Stock	12/17/2013	S	11,206	D	\$ 9.9201 (4) (5)	0	D

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

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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. Amount or Number of Shares
Options to Acquire Class A Common Stock	\$ 9.29	12/16/2013		C	3,000	01/31/2009 01/31/2014	Class A Common Stock	3,000
Options to Acquire	\$ 6.16	12/16/2013		C	3,000	04/30/2009 04/30/2014	Class A Common Stock	3,000

Class A Common Stock										
Options to Acquire Class A Common Stock	\$ 5.55	12/16/2013	C	286	04/30/2010	04/30/2015	Class A Common Stock	286		
Options to Acquire Class A Common Stock	\$ 5.55	12/17/2013	C	2,714	04/30/2010	04/30/2015	Class A Common Stock	2,714		
Options to Acquire Class A Common Stock	\$ 5.48	12/17/2013	C	3,000	01/29/2011	01/29/2016	Class A Common Stock	3,000		
Options to Acquire Class A Common Stock	\$ 6.39	12/17/2013	C	3,000	04/30/2011	04/30/2016	Class A Common Stock	3,000		
Options to Acquire Class A Common Stock	\$ 6.04	12/17/2013	C	2,492	10/29/2011	10/29/2016	Class A Common Stock	2,492		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NEWBERRY THOMAS L V 470 EAST PACES FERRY ROAD ATLANTA, GA 30305	X			

Signatures

Thomas L.
Newberry, V

12/16/2013

Date

__Signature of Reporting
Person

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) On December 16, 2013, the Reporting Person converted a total of 6,286 options into an equal number of shares of Class A Common Stock.
- (2) Represents the weighed average sales price for price increments ranging from \$10.00 to \$10.08.
- (3) On December 17 2013, the Reporting Person converted a total of 11,206 options into an equal number of shares of Class A Common Stock.
- (4) Represents the weighed average sales price for price increments ranging from \$9.85 to \$10.00.
- (5) The Reporting Person undertakes to provide, upon request from the Securities and Exchange Commission staff, the Issuer, and a security holder of the Issuer, full information regarding the number of shares sold at each separate price for all transactions reported on this Form 4.

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.