

Poor Timothy D.
Form 4
December 16, 2009

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 *
Poor Timothy D.

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)
12/14/2009

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
SVP, Global Sales & Bus. Dev.

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)

X 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 Indirect Beneficial Ownership (Instr. 4) |
|------------------------------------|---|---|--------------------------------------|---|--|---|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 12/14/2009 | | M | | 20,000 | A | \$ 14.9 |
| Common Stock | 12/14/2009 | | M | | 800 | A | \$ 7.81 |
| Common Stock | 12/14/2009 | | S ⁽¹⁾ | | 1,264 | D | \$ 38.26 |
| Common Stock | 12/14/2009 | | S ⁽¹⁾ | | 220 | D | \$ 38.3 |
| Common Stock | 12/14/2009 | | S ⁽¹⁾ | | 100 | D | \$ 38.31 |
| Common Stock | 12/14/2009 | | S ⁽¹⁾ | | 100 | D | \$ 38.32 |
| Common Stock | 12/14/2009 | | S ⁽¹⁾ | | 1,100 | D | \$ 38.34 |

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| | | | | | | | |
|--------------|------------|------------------|-------|---|------------|-----------------------|---|
| Common Stock | 12/14/2009 | S ⁽¹⁾ | 900 | D | \$ 38.3405 | 62,824 | D |
| Common Stock | 12/14/2009 | S ⁽¹⁾ | 1,727 | D | \$ 38.4 | 61,097 | D |
| Common Stock | 12/14/2009 | S ⁽¹⁾ | 600 | D | \$ 38.41 | 60,497 | D |
| Common Stock | 12/14/2009 | S ⁽¹⁾ | 100 | D | \$ 38.42 | 60,397 | D |
| Common Stock | 12/14/2009 | S ⁽¹⁾ | 2,905 | D | \$ 38.49 | 57,492 | D |
| Common Stock | 12/14/2009 | S ⁽¹⁾ | 325 | D | \$ 38.4905 | 57,167 | D |
| Common Stock | 12/14/2009 | S ⁽¹⁾ | 100 | D | \$ 38.493 | 57,067 | D |
| Common Stock | 12/14/2009 | S ⁽¹⁾ | 1,720 | D | \$ 38.5 | 55,347 | D |
| Common Stock | 12/14/2009 | S ⁽¹⁾ | 100 | D | \$ 38.51 | 55,247 | D |
| Common Stock | 12/14/2009 | S ⁽¹⁾ | 819 | D | \$ 38.52 | 54,428 | D |
| Common Stock | 12/14/2009 | S ⁽¹⁾ | 600 | D | \$ 38.53 | 53,828 | D |
| Common Stock | 12/14/2009 | S ⁽¹⁾ | 100 | D | \$ 38.54 | 53,728 | D |
| Common Stock | 12/14/2009 | S ⁽¹⁾ | 100 | D | \$ 38.55 | 53,628 | D |
| Common Stock | 12/14/2009 | S ⁽¹⁾ | 528 | D | \$ 38.57 | 53,100 | D |
| Common Stock | 12/14/2009 | S ⁽¹⁾ | 300 | D | \$ 38.58 | 52,800 | D |
| Common Stock | 12/14/2009 | S ⁽¹⁾ | 400 | D | \$ 38.5805 | 52,400 | D |
| Common Stock | 12/14/2009 | S ⁽¹⁾ | 4,885 | D | \$ 38.6939 | 47,515 ⁽²⁾ | D |

| | | | | | | | | |
|--------------|--|--|--|--|--|--------------------|---|----------------------|
| Common Stock | | | | | | 456 ⁽³⁾ | 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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(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) |
|---|--|---|---|--------------------------------------|--|--|---|
| | | | | Code | V (A) (D) | Expiration Date | Title |

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| | | | | | | Date Exercisable | Amount or Number of Shares |
|--------------------------------------|---------|------------|---|--------|-----|---------------------|-------------------------------------|
| Stock Option (Right to buy) | \$ 14.9 | 12/14/2009 | M | 20,000 | (4) | 04/25/2017(4) | Common Stock 20,000 |
| Stock Option (Right to buy) | \$ 7.81 | 12/14/2009 | M | 800 | (5) | 04/23/2012 | Common Stock 800 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Poor Timothy D. C/O AMERICAN SUPERCONDUCTOR CORPORATION 64 JACKSON ROAD DEVENS, MA 01434 | | | SVP, Global Sales & Bus. Dev. | |

Signatures

/s/ Timothy D. Poor 12/16/2009

**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) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 Plan adopted by the reporting person on December 10, 2009.
- (2) Following all the transactions reported on this Form 4, the reporting person holds 47,515 shares directly.
- (3) Following all the transactions reported on this Form 4, the reporting person holds 456 shares indirectly through the company's 401(k) plan as of December 4, 2009.
- (4) The options (50,000 shares) were granted on April 25, 2007 and vest in equal annual installments over a five year period, and will be fully vested on April 25, 2012.
- (5) The option was fully vested as of April 23, 2007.

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.