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

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**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of report (Date of earliest event reported): August 6, 2008

**American Superconductor Corporation**

(Exact Name of Registrant as Specified in Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**0-19672**  
(Commission  
File Number)

**04-2959321**  
(IRS Employer  
Identification No.)

**64 Jackson Road, Devens, MA**  
(Address of Principal Executive Offices)

**01434**  
(Zip Code)

Registrant's telephone number, including area code: (978) 842-3000

**Not Applicable**

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 8.01. Other Events.**

Section 5(a)(ii) of the American Superconductor Corporation 2007 Director Stock Plan (the "2007 Director Plan") provides that each outside director on the Board of Directors (the "Board") of American Superconductor Corporation (the "Company") who has served on the Board for at least one year shall be granted an award of 5,000 shares of common stock of the Company on the third business day following the date of each Annual Meeting of Stockholders of the Company, which vests immediately upon the grant pursuant to the terms of the 2007 Director Plan. The Company's Annual Meeting of Stockholders was held on Thursday, August 7, 2008.

On August 6, 2008, each outside director on the Board, while considering overall director compensation, agreed to waive his right to receive a portion of the annual stock award that otherwise would be granted to him on Tuesday, August 12, 2008 pursuant to the terms of Section 5(a)(ii) of the 2007 Director Plan. Instead of receiving an award of 5,000 shares of common stock of the Company, each outside director elected to receive an award of 3,000 shares of common stock of the Company, which will vest immediately upon grant pursuant to the terms of the 2007 Director Plan.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**AMERICAN SUPERCONDUCTOR CORPORATION**

Date: August 11, 2008

By: /s/ David A. Henry

David A. Henry

*Senior Vice President and Chief Financial Officer*