

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>STANKIEWICZ CHARLES W</u> (Last) (First) (Middle) C/O AMERICAN SUPERCONDUCTOR CORPORATION 64 JACKSON ROAD (Street) DEVENS MA 01434 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>AMERICAN SUPERCONDUCTOR CORP</u> <u>/DE/ [AMSC]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) EVP & GM, AMSC Power Systems
	3. Date of Earliest Transaction (Month/Day/Year) 05/28/2008	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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	05/28/2008		M ⁽¹⁾		10,982	A	\$7.81	0	D	
Common Stock	05/28/2008		M ⁽¹⁾		3,492	A	\$12.8	0	D	
Common Stock	05/28/2008		S ⁽¹⁾		3,492	D	\$34.25	0	D	
Common Stock	05/28/2008		S ⁽¹⁾		10,682	D	\$34.7505	0	D	
Common Stock	05/28/2008		S ⁽¹⁾		300	D	\$34.77	94,351 ⁽²⁾	D	
Common Stock								3,533 ⁽³⁾	I	By 401(k) Plan

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option(right to buy)	\$7.81	05/28/2008		M ⁽¹⁾			10,982	(4)	04/23/2012	Common Stock	10,982	\$0	0	D	
Stock Option(right to buy)	\$12.8	05/28/2008		M ⁽¹⁾			3,492	(5)	05/06/2014	Common Stock	3,492	\$0	2,508	D	

Explanation of Responses:

- The stock option exercises and sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 Plan adopted by the reporting person on November 26, 2007.
- Following all the transactions reported on this Form 4, the reporting person holds 94,351 shares directly.
- Following all the transactions reported on this Form 4, the reporting person holds 3,533 shares indirectly through the company's 401(k) plan as of April 30, 2008.
- The option was fully vested as of April 23, 2005.
- The option was fully vested as of May 6, 2006.

/s/ Charles W. Stankiewicz 05/30/2008

** Signature of Reporting Person

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.