

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* <u>DiCecco Susan J</u> (Last) (First) (Middle) <u>C/O AMERICAN SUPERCONDUCTOR CORPORATION</u> <u>64 JACKSON ROAD</u> (Street) <u>DEVENS MA 01434</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>AMERICAN SUPERCONDUCTOR CORP /DE/ [AMSC]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>SVP, Corporate Administration</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/31/2012</u>	
	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	12/31/2012		D		38,800 ⁽¹⁾	D	\$0.00	147,857	D	
Common Stock	12/31/2012		D		125,000 ⁽²⁾	D	\$0.00	22,857 ⁽³⁾	D	
Common Stock								3,673 ⁽⁴⁾	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
Restricted Stock Unit	\$0.00 ⁽⁵⁾	01/02/2013		A		38,800		(5)	03/01/2013	Common Stock	38,800	\$0.00	38,800	D	
Restricted Stock Unit	\$0.00 ⁽⁵⁾	01/02/2013		A		119,521		(5)	03/01/2013	Common Stock	119,521	\$0.00	158,321	D	

Explanation of Responses:

- Represents unvested time-based restricted stock awards forfeited upon Ms. DiCecco's separation from the company on December 31, 2012.
- Represents unvested performance based restricted stock award forfeited upon Ms. DiCecco's separation from the company on December 31, 2012.
- Following all the transactions reported on this Form 4, the reporting person holds 22,857 shares directly.
- Following all the transactions reported on this Form 4, the reporting person holds 3,673 shares indirectly through the company's 401(k) plan as of December 31, 2012.
- Each restricted stock unit represents a contingent right to receive one share of company common stock upon vesting. The restricted stock units vest in their entirety on the 8th day after Ms. DiCecco executes and delivers, and does not revoke, a new severance agreement with certain contractual protections for the company.

Remarks:

/s/ David A. Henry, Attorney-in-Fact 01/03/2013

** 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.

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