

**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM S-8****REGISTRATION STATEMENT***UNDER**THE SECURITIES ACT OF 1933***American Superconductor Corporation**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**

(State or Other Jurisdiction of Incorporation or Organization)

**04-2959321**

(I.R.S. Employer Identification No.)

**Two Technology Drive  
Westborough, Massachusetts**  
(Address of Principal Executive Offices)**01581**  
(Zip Code)**Second Amended and Restated 1997 Director Stock Option Plan**  
(Full Title of the Plan)**Gregory J. Yurek  
American Superconductor Corporation  
Two Technology Drive  
Westborough, Massachusetts 01581**  
(Name and Address of Agent For Service)**(508) 836-4200**  
(Telephone Number, Including Area Code, of Agent For Service)**CALCULATION OF REGISTRATION FEE**

<b>Title of Securities to be Registered</b>	<b>Amount to be Registered(1)</b>	<b>Proposed Maximum Offering Price Per Share</b>	<b>Proposed Maximum Aggregate Offering Price</b>	<b>Amount of Registration Fee</b>
Common Stock, \$0.01 par value per share (2)	150,000 shares	\$12.87(3)	\$1,930,500(3)	\$245

- (1) In accordance with Rule 416 under the Securities Act of 1933, as amended, this registration statement shall be deemed to cover any additional securities that may from time to time be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.
- (2) Includes rights to purchase shares of common stock pursuant to the Rights Agreement, as amended, between the Registrant and American Stock Transfer & Trust Company, as Rights Agent.
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act of 1933, as amended, and based upon the average of the high and low prices of the Registrant's Common Stock as reported on the Nasdaq National Market on September 15, 2004.

This registration statement on Form S-8 is filed to register the offer and sale of an additional 150,000 shares of the registrant's common stock, \$0.01 par value per share, to be issued under the registrant's Second Amended and Restated 1997 Director Stock Option Plan (the "Plan"). This registration statement on Form S-8 incorporates by reference the contents of the registration statements on Form S-8, File Nos. 333-39653 and 333-58016, filed by the registrant on November 6, 1997 and March 30, 2001, respectively, relating to the Plan.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Westborough, Massachusetts, on this 20<sup>th</sup> day of September, 2004.

AMERICAN SUPERCONDUCTOR CORPORATION

By:                            /s/ GREGORY J. YUREK  
**Gregory J. Yurek**  
Chief Executive Officer

**POWER OF ATTORNEY AND SIGNATURES**

We, the undersigned officers and directors of American Superconductor Corporation, hereby severally constitute and appoint Gregory J. Yurek, Kevin M. Bisson and Patrick J. Rondeau, and each of them singly, our true and lawful attorneys with full power to them, and each of them singly, to sign for us and in our names in the capacities indicated below, the registration statement on Form S-8 filed herewith and any and all subsequent amendments to said registration statement, and generally to do all such things in our names and on our behalf in our capacities as officers and directors to enable American Superconductor Corporation to comply with the provisions of the Securities Act of 1933, as amended, and all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by our said attorneys, or any of them, to said registration statement and any and all amendments thereto.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>  </u> /s/ GREGORY J. YUREK <b>Gregory J. Yurek</b>	Chairman of the Board and Chief Executive Officer (Principal executive officer)	September 20, 2004
<u>  </u> /s/ KEVIN M. BISSON <b>Kevin M. Bisson</b>	Senior Vice President, Chief Financial Officer and Treasurer (Principal financial officer)	September 20, 2004
<u>  </u> /s/ THOMAS M. ROSA <b>Thomas M. Rosa</b>	Vice President of Finance and Accounting, and Secretary (Principal accounting officer)	September 20, 2004
<u>  </u> /s/ ALBERT J. BACIOCCO, JR. <b>Albert J. Baciocco, Jr.</b>	Director	September 20, 2004

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/s/ VIKRAM S. BUDHRAJA

Director

September 20, 2004

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**Vikram S. Budhraj**

/s/ PETER O. CRISP

Director

September 20, 2004

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**Peter O. Crisp**

/s/ RICHARD DROUIN

Director

September 20, 2004

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**Richard Drouin**

/s/ ANDREW G.C. SAGE, II

Director

September 20, 2004

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**Andrew G.C. Sage, II**

/s/ JOHN B. VANDER SANDE

Director

September 20, 2004

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**John B. Vander Sande**

## INDEX TO EXHIBITS

<u>Number</u>	<u>Description</u>
4.1(1)	Restated Certificate of Incorporation, as amended, of the Registrant
4.2(2)	Certificate of Amendment of Restated Certificate of Incorporation of the Registrant
4.3(3)	Amended and Restated By-Laws of the Registrant
4.4(4)	Rights Agreement dated as of October 30, 1998 between the Registrant and American Stock Transfer & Trust Company, as Rights Agent
4.5(5)	Amendment No. 1 to Rights Agreement dated as of January 29, 1999 between the Registrant and American Stock Transfer & Trust Company, as Rights Agent
5.1	Opinion of Wilmer Cutler Pickering Hale and Dorr LLP, counsel to the Registrant
23.1	Consent of Wilmer Cutler Pickering Hale and Dorr LLP (included in Exhibit 5.1)
23.2	Consent of PricewaterhouseCoopers LLP
24	Power of attorney (included on the signature pages of this registration statement)
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(1)	Previously filed with the Commission as an Exhibit to the Registrant's Registration Statement on Form S-3 on January 24, 2000 (Commission File No. 333-95261) and incorporated herein by reference.
(2)	Previously filed with the Commission as an Exhibit to the Registrant's Quarterly Report on Form 10-Q for the quarter ended August 9, 2004 (Commission File No. 000-19672) and incorporated herein by reference.
(3)	Previously filed with the Commission as an Exhibit to the Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2000 on November 14, 2000 (Commission File No. 000-19672) and incorporated herein by reference.
(4)	Previously filed with the Commission as an Exhibit to the Registrant's Registration Statement on Form 8-A on November 2, 1998 (Commission File No. 000-19672) and incorporated herein by reference.
(5)	Previously filed with the Commission as an exhibit to the Registrant's Registration Statement on Form 8-A/A on March 12, 1999 (Commission File No. 000-19672) and incorporated herein by reference.

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BOSTON, MA 02109  
+1 617 526 6000  
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wilmerhale.com

September 20, 2004

American Superconductor Corporation  
Two Technology Drive  
Westborough, MA

Re: Second Amended and Restated 1997 Director Stock Option Plan

Ladies and Gentlemen:

We have assisted in the preparation of a Registration Statement on Form S-8 (the "Registration Statement") to be filed with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), relating to an aggregate of 150,000 shares of common stock, \$0.01 par value per share (the "Shares"), of American Superconductor Corporation, a Delaware corporation (the "Company"), issuable under the Company's Second Amended and Restated 1997 Director Stock Option Plan (the "Plan").

We have examined the Certificate of Incorporation and By-Laws of the Company, each as amended and restated to date, and originals, or copies certified to our satisfaction, of all pertinent records of the meetings of the directors and stockholders of the Company, the Registration Statement and such other documents relating to the Company as we have deemed material for the purposes of this opinion.

In our examination of the foregoing documents, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified, photostatic or other copies, the authenticity of the originals of any such documents and the legal competence of all signatories to such documents.

We assume that the appropriate action will be taken, prior to the offer and sale of the Shares in accordance with the Plans, to register and qualify the Shares for sale under all applicable state securities or "blue sky" laws.

We express no opinion herein as to the laws of any state or jurisdiction other than the state laws of The Commonwealth of Massachusetts, the General Corporation Law of the State of Delaware and the federal laws of the United States of America.

It is understood that this opinion is to be used only in connection with the offer and sale of the Shares while the Registration Statement is in effect.

BALTIMORE    BERLIN    BOSTON    BRUSSELS    LONDON    MUNICH  
NEW YORK    NORTHERN VIRGINIA    OXFORD    PRINCETON    WALTHAM    WASHINGTON

SEPTEMBER 20, 2004

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Please note that we are opining only as to the matters expressly set forth herein, and no opinion should be inferred as to any other matters.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized for issuance and, when the Shares are issued and paid for in accordance with the terms and conditions of the Plans, the Shares will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion with the Commission in connection with the Registration Statement in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act. In giving such consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission.

Very truly yours,

Wilmer Cutler Pickering  
Hale and Dorr LLP

By:                     /s/ PATRICK J. RONDEAU                      
                    Patrick J. Rondeau, Partner

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated May 5, 2004 relating to the financial statements and financial statement schedule of American Superconductor Corporation, which appear in American Superconductor Corporation's Annual Report on Form 10-K for the year ended March 31, 2004.

/s/ PricewaterhouseCoopers LLP  
Boston, Massachusetts  
September 20, 2004