

AMERICAN SUPERCONDUCTOR CORP /DE/  
Form 8-K  
August 02, 2006

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

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**FORM 8-K**

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**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 2, 2006**

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**American Superconductor Corporation**

(Exact Name of Registrant as Specified in Charter)

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

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

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

**Two Technology Drive, Westborough, MA**  
(Address of Principal Executive Offices)

**01581**  
(Zip Code)

**Registrant's telephone number, including area code: (508) 836-4200**

**Not Applicable**

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

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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 1.01. Entry into a Material Definitive Agreement.**

On July 27, 2006, the stockholders of American Superconductor Corporation (the Company ) approved an amendment (the Plan Amendment ) to the Company s Second Amended and Restated 1997 Director Stock Option Plan (the Director Plan ) to change the annual equity award to each non-employee director from the grant of a stock option for 10,000 shares of common stock, \$0.01 par value per share, to an award of 5,000 shares of common stock. The Director Plan remained unchanged in all other respects. The Director Plan, as amended by the Plan Amendment, has been filed as an exhibit to this Current Report on Form 8-K.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

See Exhibit Index attached hereto.

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 2, 2006

By: /s/ Thomas M. Rosa  
Thomas M. Rosa

*Vice President and Chief Financial Officer*

EXHIBIT INDEX

<b>Exhibit No.</b>	<b>Description</b>
10.1	Second Amended and Restated 1997 Director Stock Option Plan, as amended.