DOUGLAS KEVIN
Form SC 13G/A
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934
(Amendment No. 2)*

American Superconductor Corporation
(Name of Issuer)
Common Stock
(Title of Class of Securities)
030111108
(CUSIP Number)
Jim Black
Orrick, Herrington & Sutcliffe LLP
405 Howard Street
San Francisco, CA 94105
(415) 773-5840

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)
December 31, 2007
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

o Rule 13d-1(b)

þ Rule 13d-1(c)

o Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person s initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 030111108

1	NAMES OF REPORTING PERSONS Kevin Douglas	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) o (b) þ	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	5	SOLE VOTING POWER -0-
	6	SHARED VOTING POWER 2,246,522 (1)
	7	SOLE DISPOSITIVE POWER -0-
	8	SHARED DISPOSITIVE POWER 3,242,800 (2)
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,242,800	

10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) o
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 7.9%(3)
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) IN

(1) Kevin Douglas and his wife, Michelle Douglas, hold 1,383,408 shares jointly as the beneficiaries and co-trustees of the Kevin & Michelle Douglas Trust. In addition, Kevin Douglas and Michelle Douglas are co-trustees of the James Douglas and Jean Douglas Irrevocable Descendants Trust, which holds 863,114 shares.
(2) Kevin Douglas has dispositive power with respect to 325,481 shares held by James E. Douglas, III and 670,797 shares held by the Douglas Family Trust.
(3) Based on 41,123,583 shares of the Issuer s Common Stock outstanding as of November 5, 2007, as reported in its report on Form 10-Q for the fiscal quarter ended September 30, 2007.

CUSIP No. 030111108

1	NAMES OF REPORTING PERSONS Michelle Douglas	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) o (b) þ	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	5	SOLE VOTING POWER -0-
	6	SHARED VOTING POWER 2,246,522 (1)
	7	SOLE DISPOSITIVE POWER -0-
	8	SHARED DISPOSITIVE POWER 2,246,522 (1)
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,246,522	

10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)	o
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	5.5%(2)
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	IN

(1) Michelle Douglas and her husband, Kevin Douglas, hold 1,383,408 shares jointly as the beneficiaries and co-trustees of the Kevin & Michelle Douglas Trust. In addition, Kevin Douglas and Michelle Douglas are co-trustees of the James Douglas and Jean Douglas Irrevocable Descendants Trust, which holds 863,114 shares.
(2) Based on 41,123,583 shares of the Issuer s Common Stock outstanding as of November 5, 2007, as reported in its report on Form 10-Q for the fiscal quarter ended September 30, 2007.

CUSIP No. 030111108

1	NAMES OF REPORTING PERSONS James E. Douglas, III	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) o (b) þ	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	5	SOLE VOTING POWER 325,481
	6	SHARED VOTING POWER -0-
	7	SOLE DISPOSITIVE POWER -0-
	8	SHARED DISPOSITIVE POWER 325,481 (1)
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 325,481	

10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) o
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.8%(2)
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) IN

(1) Kevin Douglas has dispositive power with respect to 325,481 shares held by James E. Douglas, III.
(2) Based on 41,123,583 shares of the Issuer s Common Stock outstanding as of November 5, 2007, as reported in its report on Form 10-Q for the fiscal quarter ended September 30, 2007.

CUSIP No. 030111108

1	NAMES OF REPORTING PERSONS Douglas Family Trust (1)	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) o (b) þ	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION California	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	5	SOLE VOTING POWER 670,797
	6	SHARED VOTING POWER -0-
	7	SOLE DISPOSITIVE POWER -0-
	8	SHARED DISPOSITIVE POWER 670,797 (2)
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 670,797	

10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) o
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 1.6%(2)
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) OO

(1) James E. Douglas, Jr. and Jean A. Douglas, husband and wife, are co-trustees.
(2) Kevin Douglas has dispositive power with respect to 670,797 shares held by the Douglas Family Trust.
(3) Based on 41,123,583 shares of the Issuer s Common Stock outstanding as of November 5, 2007, as reported in its report on Form 10-Q for the fiscal quarter ended September 30, 2007.

CUSIP No. 030111108

1	NAMES OF REPORTING PERSONS James Douglas and Jean Douglas Irrevocable Descendants Trust (1)	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) o (b) þ	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION California	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	5	SOLE VOTING POWER 863,114
	6	SHARED VOTING POWER -0-
	7	SOLE DISPOSITIVE POWER 863,114
	8	SHARED DISPOSITIVE POWER -0-
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 863,114	

10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) o
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 2.1%(2)
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) OO

(1) Kevin Douglas and Michelle Douglas, husband and wife, are co-trustees.
(2) Based on 41,123,583 shares of the Issuer s Common Stock outstanding as of November 5, 2007, as reported in its report on Form 10-Q for the fiscal quarter ended September 30, 2007.

Item 1.

(a) Name of Issuer:
American Superconductor Corporation

(b) Address of Issuer s Principal Executive Offices:
Two Technology Drive
Westborough, MA 015812

Item 2.

(1)(a) NAME OF PERSONS FILING:
Kevin Douglas
Michelle Douglas
James E. Douglas, III

(b) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:
125 E. Sir Francis Drake Blvd., Ste 400
Larkspur, CA 94939

(c) CITIZENSHIP:
United States

(d) TITLE OF CLASS OF SECURITIES:
Common Stock

(e) CUSIP NUMBER:
030111108

(2)(a) NAME OF PERSONS FILING:
Douglas Family Trust
James Douglas and Jean Douglas Irrevocable Descendants Trust

(b) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:
125 E. Sir Francis Drake Blvd., Ste 400
Larkspur, CA 94939

(c) CITIZENSHIP:
California

(d) TITLE OF CLASS OF SECURITIES:
Common Stock

(e) CUSIP NUMBER:
030111108

Item 3. If this statement is filed pursuant to Rule 13d-1(b) or 13d-2(b) or (c), check whether the person filing is a:

(a) o Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).

(b) o Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).

(c) o Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).

(d) o Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8)

(e) o An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);

(f) o An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);

(g) o A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);

(h) o A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);

(i) o A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);

(j) o Group, in accordance with §240.13d-1(b)(1)(ii)(J)

Not Applicable.

Item 4. Ownership

Reference is made to Rows 5-9 and 11 of each of the cover pages of this Schedule 13G/A and associated footnotes, which Rows and footnotes are incorporated by reference herein.

As of the date of the event which required the filing of this Schedule 13G/A, the Reporting Persons held directly the following number of shares of the Issuer s Common Stock:

REPORTING PERSON	COMMON STOCK DIRECTLY HELD
Kevin and Michelle Douglas (1)(2)	1,383,408
James E. Douglas, III (3)	325,481
Douglas Family Trust (4)	670,797
James Douglas and Jean Douglas Irrevocable Descendants Trust (5)	863,114
Total	3,242,800

(1) Kevin Douglas has (i) shared voting and shared dispositive power with respect to all 1,383,408 shares he holds jointly with his wife, Michelle Douglas, as the beneficiaries and co-trustees of the Kevin & Michelle Douglas Trust; (ii) shared dispositive power with respect to all 325,481 shares held directly by James E. Douglas, III and all 670,797 shares held directly by the Douglas Family Trust pursuant to written authorizations; and (iii) shared voting and shared dispositive power, in his capacity as co-trustee, with respect to all 863,114 shares held directly by the James Douglas and Jean Douglas Irrevocable Descendants Trust.

(2) Michelle Douglas has (i) shared voting and shared dispositive power with respect to all 1,383,408 shares she holds directly and jointly with her husband, Kevin Douglas, as the beneficiaries and co-trustees of the Kevin & Michelle Douglas Trust and (ii) shared voting and shared dispositive power, in her capacity as co-trustee, with respect to all 863,114 shares held directly by the James Douglas and Jean Douglas Irrevocable Descendants Trust.

(3) James E. Douglas, III has sole voting power with respect to all 325,481 shares he holds directly and has shared dispositive power along with Kevin Douglas with respect to all of such shares.

(4) The Douglas Family Trust has sole voting power with respect to all 670,797 shares it holds directly and has shared dispositive power with Kevin Douglas with respect to all of such shares.

(5) The James Douglas and Jean Douglas Irrevocable Descendants Trust has sole voting and sole dispositive power with respect to all 863,114 shares it holds directly.

Each of the Reporting Persons hereunder may be deemed a member of a group within the meaning of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended (the Exchange Act), or Rule 13d-5 promulgated under the Exchange Act with one or more of the other Reporting Persons hereunder. Although the Reporting Persons are reporting such securities as if they were members of a group, the filing of this Schedule 13G/A shall not be construed as an admission by any Reporting Person that such Reporting Person is a beneficial owner of any securities other than those directly held by such Reporting Person.

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: o

Item 6. Ownership of More Than Five Percent on Behalf of Another Person

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company

Not applicable.

Item 8. Identification and Classification of Members of the Group

See Item 4 of this Schedule 13G/A and the Joint Filing Agreement attached hereto as Exhibit A.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 6, 2008

By: /s/ Eileen Davis-Wheatman, as
Attorney-in-Fact
Kevin Douglas

Date: February 6, 2008

By: /s/ Eileen Davis-Wheatman, as
Attorney-in-Fact
Michelle Douglas

Date: February 6, 2008

By: /s/ Eileen Davis-Wheatman, as
Attorney-in-Fact
James E. Douglas, III

DOUGLAS FAMILY TRUST

Date: February 6, 2008

By: /s/ Eileen Davis-Wheatman, as
Attorney-in-Fact
Name: James E. Douglas, Jr.
Title: Trustee

Date: February 6, 2008

By: /s/ Eileen Davis-Wheatman, as
Attorney-in-Fact
Name: Jean A. Douglas
Title: Trustee

JAMES DOUGLAS AND JEAN DOUGLAS
IRREVOCABLE DESCENDANTS TRUST

Date: February 6, 2008

By: /s/ Eileen Davis-Wheatman, as
Attorney-in-Fact
Name: Kevin Douglas
Title: Trustee

Date: February 6, 2008

By: /s/ Eileen Davis-Wheatman, as
Attorney-in-Fact
Name: Michelle Douglas
Title: Trustee

EXHIBIT A
JOINT FILING AGREEMENT

This Joint Filing Agreement (this Agreement) hereby confirms the agreement by and among all of the undersigned that the Schedule 13G/A to which this Agreement is attached as Exhibit A with respect to the beneficial ownership of the undersigned of shares of American Superconductor Corporation s Common Stock is being filed on behalf of each of the undersigned. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

Date: February 6, 2008

By: /s/ Eileen Davis-Wheatman, as
Attorney-in-Fact
Kevin Douglas

Date: February 6, 2008

By: /s/ Eileen Davis-Wheatman, as
Attorney-in-Fact
Michelle Douglas

Date: February 6, 2008

By: /s/ Eileen Davis-Wheatman, as
Attorney-in-Fact
James E. Douglas, III

DOUGLAS FAMILY TRUST

Date: February 6, 2008

By: /s/ Eileen Davis-Wheatman, as
Attorney-in-Fact
Name: James E. Douglas, Jr.
Title: Trustee

Date: February 6, 2008

By: /s/ Eileen Davis-Wheatman, as
Attorney-in-Fact
Name: Jean A. Douglas
Title: Trustee

JAMES DOUGLAS AND JEAN DOUGLAS
IRREVOCABLE DESCENDANTS TRUST

Date: February 6, 2008

By: /s/ Eileen Davis-Wheatman, as
Attorney-in-Fact
Name: Kevin Douglas
Title: Trustee

Date: February 6, 2008

By:

/s/ Eileen Davis-Wheatman, as
Attorney-in-Fact
Name: Michelle Douglas
Title: Trustee