

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

FORM 8-A/A
AMENDMENT NO. 2

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR 12(g) OF THE
SECURITIES EXCHANGE ACT OF 1934

AMERICAN SUPERCONDUCTOR CORPORATION

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State 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)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this Form relates (if applicable): Not applicable

Securities to be registered pursuant to Section 12(b) of the Exchange Act: None

Securities to be registered pursuant to Section 12(g) of the Act: Common Stock Purchase Rights

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 1. Description of Registrant's Securities to be Registered.

On June 20, 2006, American Superconductor Corporation (the "Company") amended the Rights Agreement dated as of October 30, 1998, as amended (the "Rights Agreement"), between the Company and American Stock Transfer & Trust Company, as Rights Agent (the "Rights Agent"), to change the Final Expiration Date of the Rights issued under the Rights Agreement from October 30, 2008 to June 30, 2006. As a result of such amendment, the Rights will expire and the Rights Agreement will effectively terminate as of June 30, 2006.

Item 2. Exhibits.

The following exhibits are filed herewith or are incorporated by reference as indicated below.

<u>Exhibit Number</u>	<u>Description</u>
4.1(1)	Form of Rights Agreement, dated as of October 30, 1998, between the Company and American Stock Transfer & Trust Company
4.2(2)	Amendment No. 1 to Rights Agreement, dated as of January 29, 1999 by and between the Company and American Stock Transfer & Trust Company.
4.3	Amendment No. 2 to Rights Agreement, dated as of June 20, 2006 by and between the Company and American Stock Transfer & Trust Company.

(1) Incorporated herein by reference to the Company's Registration Statement on Form 8-A filed with the Securities and Exchange Commission on November 2, 1998 (File No. 000-19672).

(2) Incorporated herein by reference to Exhibit 2 to the Company's Amendment No. 1 on Form 8-A/A filed with the Securities and Exchange Commission on March 12, 1999 (File No. 000-19672).

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

AMERICAN SUPERCONDUCTOR CORPORATION

Date: June 26, 2006

By: /s/ Gregory J. Yurek
Gregory J. Yurek
*Chairman of the Board, President and Chief
Executive Officer*

EXHIBIT INDEX

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(1) Incorporated herein by reference to the Company's Registration Statement on Form 8-A filed with the Securities and Exchange Commission on November 2, 1998 (File No. 000-19672).

(2) Incorporated herein by reference to Exhibit 2 to the Company's Amendment No. 1 on Form 8-A/A filed with the Securities and Exchange Commission on March 12, 1999 (File No. 000-19672).

AMERICAN SUPERCONDUCTOR CORPORATIONAMENDMENT NO. 2 TO RIGHTS AGREEMENT

THIS AMENDMENT NO. 2, dated as of June 20, 2006, is made to the Rights Agreement dated as of October 30, 1998, as amended (the "Rights Agreement"), between American Superconductor Corporation, a Delaware Corporation (the "Company"), and American Stock Transfer & Trust Company, a New York corporation, as Rights Agent (the "Rights Agent").

WHEREAS, pursuant to Section 27 of the Rights Agreement, the Company may from time to time supplement or amend any provision of the Rights Agreement in accordance with the provisions of Section 27 thereof; and

WHEREAS, the Board of Directors has determined that it is desirable to terminate the Rights outstanding under the Rights Agreement.

NOW, THEREFORE, the Company hereby amends the Rights Agreement as follows:

1. Section 1(p) of the Rights Agreement is hereby modified and amended to read in its entirety as follows:

“Final Expiration Date’ shall mean June 30, 2006.”

2. All references in the form of Rights Certificate attached to the Rights Agreement as Exhibit A and the Summary of Rights to Purchase Common Stock attached to the Rights Agreement as Exhibit B to “October 30, 2008” are hereby changed to “June 30, 2006”.

This Amendment may be executed in any number of counterparts and each of such counterparts shall for all purposes be deemed to be an original, and all such counterparts shall together constitute but one and the same instrument.

Executed as of the date set forth above.

AMERICAN SUPERCONDUCTOR CORPORATION

By: /s/ Gregory J. Yurek

Name: Gregory J. Yurek

Title: Chairman & CEO

AMERICAN STOCK TRANSFER & TRUST COMPANY

By: /s/ Herbert J. Lemmer

Name: Herbert J. Lemmer

Title: Vice President