






**American Superconductor Corporation****AMSC** NASDAQ

Electrical Components / Equipment

Market Capitalization USD:

\$199.91 mm**CONCERN LEVEL: AVERAGE**

- 1 The CEO's total remuneration is within the typical market range for the relevant industry and market cap.
- 2 The ratio between the CEO's pay and the median pay of the other named executive officers is 3X or less.
- 3 The CEO's annual cash incentives rose or fell in line with annual performance. 
- 4 The CEO received no more than one annual cash bonus this fiscal year. 
- 5 The CEO's equity remuneration reflected the company's share price movement over the last five years.
- 6 The company only pays long-term incentives to the CEO for above median performance against a peer group. 
- 7 The company's dilution from equity incentives is 10 percent or less. 
- 8 Unvested equity lapses when the CEO's employment is terminated. 
- 9 The CEO's potential cash severance payment is capped at two times annual cash remuneration.
- 10 The accrued benefits of the CEO's post-retirement income are within the typical market range for the relevant market cap bracket.

CEO: Daniel P. McGahn**Age: 40****CEO Since: 2011**

	2009	2010	2011
Base Salary	\$600,000	\$600,000	\$457,039
Discretionary Bonus	\$0	\$0	\$100,000
Annual Cash Incentive	\$561,600	\$0	\$590,208
Benefits and Perquisites	\$9,704	\$14,106	\$9,234
TOTAL ANNUAL COMPENSATION	\$1,171,304	\$614,106	\$1,156,481
Increase in Post-Retirement Benefits	\$0	\$0	\$0
Stock Option Awards	\$740,300	\$657,713	\$563,706
Stock Awards	\$303,480	\$614,040	\$615,000
TOTAL COMPENSATION	\$2,215,084	\$1,885,859	\$2,335,187
Median of Other Named Executive Officers Total Compensation	\$1,783,025	\$757,565	\$777,958
Value Realized on Exercise of Stock Option	\$5,387,737	\$10,306,330	\$0
Value Realized on Vesting of Stock	\$2,063,200	\$116,960	\$307,390
TOTAL REALIZED EQUITY COMPENSATION	\$7,450,937	\$10,423,290	\$307,390

Proxy Date: 26 Jun 2012

Annual Meeting Date: 27 Jul 2012

Equity Reserves: 23.15%

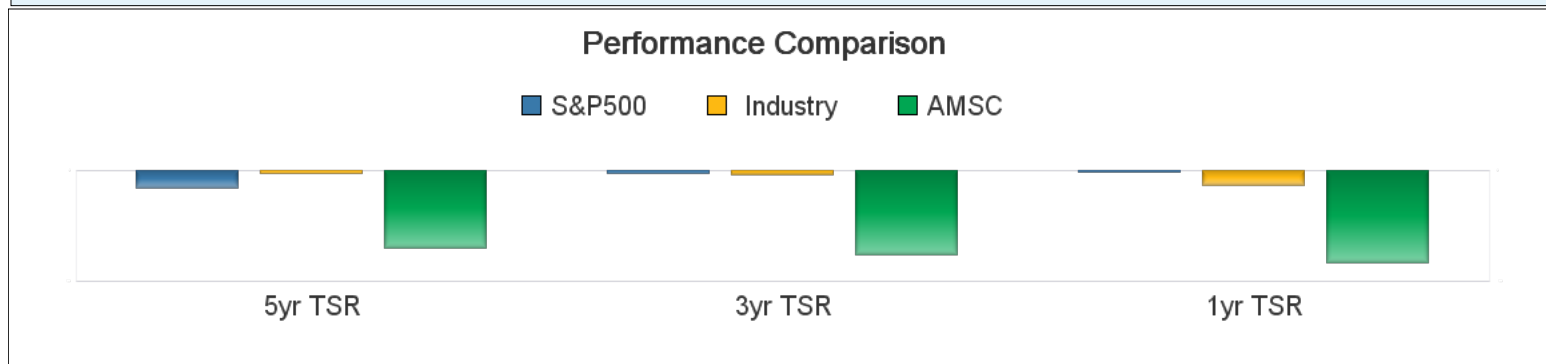
Stock Option Run Rate: 1.61%

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Peer Comparisons (TRBC) =Electrical Components / Equipment

Ticker	Company Name	Total Summary CEO Compensation			Market Cap
		2009	2010	2011	
AMSC	American Superconductor Corporation	\$2,215,084	\$1,885,859	\$2,335,187	\$199,914,022
FARO	FARO Technologies, Inc.	\$699,204	\$935,614	\$1,161,687	\$524,258,904
AZZ	AZZ incorporated	\$1,451,822	\$1,569,198	\$1,783,083	\$486,318,240
MTSC	MTS Systems Corporation	\$1,536,198	\$1,435,894	\$1,900,187	\$480,264,841
WIRE	Encore Wire Corporation	\$619,985	\$1,072,735	\$1,310,695	\$479,359,135
PWER	Power-One, Inc.	\$1,730,290	\$8,181,751	\$5,369,090	\$467,072,055
GLPW	Global Power Equipment Group Inc.		\$1,422,005	\$1,904,791	\$455,029,257

To insure consistency, peer comparisons are based on a combination of TRBC Industry and Sector classifications and company market caps. Missing peer pay figures for 2011 are due to differences in company filing schedules.

Pay Peer Group

Advanced Energy Industries, Inc., Kaydon Corporation, AZZ, Inc., Microsemi Corporation, Cirrus Logic, Inc., National Instruments Corporation, EnerNOC, Inc., Powell Industries, Inc., ESCO Technologies, Inc., Power-One, Inc., Generac Holdings, Inc., SunPower Corporation, GT Solar International, Inc., Vicor Corporation, ITC Holdings Corporation

Performance Peer Group

NA

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
John B. Vander Sande	Member	68	Male	22	Outside Related
Richard M. Drouin	Member	80	Male	16	Outside Related
Vikram S. Budhraia	Member	64	Male	8	Outside