

AMERICAN SUPERCONDUCTOR CORP /DE/
Form S-8
August 24, 2007
Table of Contents

As filed with the Securities and Exchange Commission on August 24, 2007

Registration No. 333-

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)

2007 Stock Incentive Plan

2007 Director Stock 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

Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, \$0.01 per value per share	3,300,000(2)	\$ 19.90(3)	\$ 65,670,000(3)	\$ 2,017

- (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) Consists of (i) 3,000,000 shares issuable under the 2007 Stock Incentive Plan and (ii) 300,000 shares issuable under the 2007 Director Stock Plan.
- (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 Global Market on August 21, 2007.

Table of Contents

EXPLANATORY NOTE

The documents containing the information specified in Part I of Form S-8 will be sent or given to participants in the 2007 Stock Incentive Plan, or 2007 Plan, and 2007 Director Stock Plan, or 2007 Director Plan, of American Superconductor Corporation, as required by Rule 428(b)(1) of the Securities Act of 1933, as amended. As permitted by the instructions to Part I of Form S-8, these documents are not filed with this registration statement.

This registration statement on Form S-8 has been filed to register an aggregate of 3,300,000 shares of common stock, \$0.01 par value per share, issuable in connection with grants of equity awards under the 2007 Plan and the 2007 Director Plan.

The first part of this registration statement contains a reoffer prospectus prepared in accordance with the requirements of General Instruction C of Form S-8 and Part I of Form S-3 with respect to 20,000 shares of common stock granted on August 8, 2007 to certain of non-employee directors of American Superconductor pursuant to the 2007 Director Plan.

The second part of this registration statement contains **Information Required in the Registration Statement** prepared in accordance with the requirements of Part II of Form S-8 with respect to grants of equity awards made under the 2007 Plan and 2007 Director Plan.

The information in this prospectus is not complete and may be changed. This prospectus is not an offer to sell these securities and the selling stockholders named in this prospectus are not soliciting offers to buy these securities in any jurisdiction where the offer or sale is not permitted.

Table of Contents

PROSPECTUS

AMERICAN SUPERCONDUCTOR CORPORATION

20,000 SHARES OF COMMON STOCK

ISSUED UNDER 2007 DIRECTOR STOCK PLAN

This prospectus relates to the resale, from time to time, of up to 20,000 shares of common stock, \$0.01 par value per share, of American Superconductor Corporation, which we previously issued to certain of our non-employee directors pursuant to the 2007 Director Stock Plan.

We will not receive any proceeds from the sale of the shares.

The selling stockholders identified in this prospectus, or their pledgees, donees, transferees or other successors-in-interest, may offer the shares from time to time through public or private transactions at prevailing market prices, at prices related to prevailing market prices or at privately negotiated prices.

Our common stock is listed on the NASDAQ Global Market under the symbol AMSC. On August 23, 2007, the reported last sale price of our common stock on the NASDAQ Global Market was \$19.64 per share. You are urged to obtain current market quotations for our common stock.

Investing in our common stock involves a high degree of risk. See Risk Factors beginning on page 5 of this prospectus.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus is August 24, 2007

Table of Contents

TABLE OF CONTENTS

<u>PROSPECTUS SUMMARY</u>	1
<u>AMERICAN SUPERCONDUCTOR CORPORATION</u>	1
<u>THE OFFERING</u>	4
<u>RISK FACTORS</u>	5
<u>SPECIAL NOTE REGARDING FORWARD-LOOKING INFORMATION</u>	13
<u>USE OF PROCEEDS</u>	14
<u>SELLING STOCKHOLDERS</u>	14
<u>PLAN OF DISTRIBUTION</u>	16
<u>LEGAL MATTERS</u>	17
<u>EXPERTS</u>	17
<u>WHERE YOU CAN FIND MORE INFORMATION</u>	18
<u>INCORPORATION OF DOCUMENTS BY REFERENCE</u>	18

Our principal executive offices are located at Two Technology Drive, Westborough, Massachusetts 01581 and our telephone number at that address is (508) 836-4200.

Our website is located at www.amsc.com. We have not incorporated by reference into this prospectus the information on our website and you should not consider it to be a part of this document. Our website address is included as an inactive textual reference only.

American Superconductor and design, Revolutionizing the Way the World Uses Electricity, AMSC, Powered by AMSC, Super VAR, D-VAR, DVC, PQ-IVR, PowerModules, Secure Super Grids and Windtec are trademarks or registered trademarks of American Superconductor Corporation. Other trademarks or service marks appearing in this prospectus are the property of their respective owners.

Unless the context otherwise requires references in this prospectus to American Superconductor, we, us, and our refer to American Superconductor Corporation and its subsidiaries.

We have not authorized anyone to provide you with information different from that contained or incorporated by reference in this prospectus. The selling stockholders are offering to sell, and seeking offers to buy, shares of our common stock only in jurisdictions where offers and sales are permitted. The information contained in this prospectus is accurate only as of the date of this prospectus, regardless of the time of delivery of this prospectus or of any sale of common stock.

Table of Contents

PROSPECTUS SUMMARY

This summary highlights important features of this offering and the information included or incorporated by reference in this prospectus. This summary does not contain all of the information that you should consider before investing in our common stock. You should read the entire prospectus carefully, especially the risks of investing in our common stock discussed under Risk Factors.

AMERICAN SUPERCONDUCTOR CORPORATION

Company Overview

We are a leading energy technologies company, offering an array of solutions based on two proprietary technologies: programmable power electronic converters and high temperature superconductor, or HTS, wires. Our products, services and system-level solutions enable cleaner, more efficient and more reliable generation, delivery and use of electric power. The programmability and scalability of our power electronic converters differentiates them from most competitive offerings. Our HTS wires carry 150 times the electrical current of comparably sized copper wire. The two primary markets we serve are the wind energy market and the power transmission and distribution or power grid market.

The demand for clean and renewable sources of electricity, such as wind energy, and the demand for modernized power grid infrastructure are being driven globally by a variety of factors. These factors include increasing electricity usage, power grid capacity constraints, fossil fuel price volatility and harmful levels of pollution and greenhouse gases. In addition, our growing digital-based economy demands better power reliability and quality. Concerns about these factors have led to increased spending by corporations and supportive government regulations and initiatives on local, state, national and global levels, including renewable portfolio standards, tax incentives and international treaties.

We conduct our operations through two business units:

AMSC Power Systems. AMSC Power Systems, or Power Systems, produces a broad range of products to increase electrical grid capacity and reliability; supplies electrical systems used in wind turbines; sells power electronic products that regulate wind farm voltage to enable their interconnection to the power grid; licenses proprietary wind energy system designs to manufacturers of such systems; and provides consulting services to the wind industry.

AMSC Superconductors. AMSC Superconductors, or Superconductors, focuses on the manufacturing of HTS wire and coils; the design and development of HTS products, such as power cables, fault current limiters and motors; and the management of large-scale HTS projects, such as HTS power cable system design, manufacturing and installation.

Market Opportunities

Our products and services address two substantial global demands:

the demand for cleaner, renewable sources of electricity, such as wind power; and

the demand for a modernized power grid infrastructure to alleviate capacity constraints and improve the reliability, security, stability and efficiency of electricity.

Table of Contents

The market for wind-generated, zero-emission electricity has been growing dramatically for more than a decade. According to the Global Wind Energy Council, or GWEC, nearly 15,200 megawatts, or MW, of wind generation capacity was added worldwide in 2006, increasing the global installed base by 26 percent to 74,223 MW. Furthermore, global wind power capacity is expected to more than double to 149,500 MW by 2010. At the end of fiscal year 2006, which ended March 31, 2007, we had product sales and orders to support more than 3,760 MW of wind generated electricity worldwide, an increase of approximately 175 percent from 1,360 MW at the end of fiscal 2005. We address the wind energy market by providing services and designing, developing, manufacturing and selling critical components.

Until the early part of this decade, transmission grid investment experienced a prolonged depression, caused by uncertainties with respect to the ownership of and return on transmission grid assets caused by potential changes in power grid regulations and policies. This period of underinvestment has resulted in an increasing number of grid disturbances, local electric power outages and large-scale power blackouts. We currently address the power grid infrastructure opportunity by providing components and products designed to increase the power grid's capacity, reliability, security, stability and efficiency.

Competitive Strengths

Our competitive strengths position us well to execute on our growth plans in the markets we serve.

Technology Leadership and Engineering Expertise. We are a technology leader in the development of power electronics and HTS wire-based solutions for the wind energy and power grid markets. As of June 30, 2007, we owned more than 370 patents and patent applications worldwide, and had rights through exclusive and non-exclusive licenses to more than 360 additional patents and patent applications. Our technology and manufacturing know-how, customer and product knowledge and patent portfolio provide us with a strong competitive position. We employ our 20 years of development expertise toward the design and commercialization of new products and solutions and toward the implementation of proprietary manufacturing processes.

Sophisticated, Flexible Product Design. Our products are highly flexible, and their sophisticated design allows for a high degree of customization. These products leverage our proprietary software and hardware combinations that enable us to configure our power electronics to efficiently and quickly meet the specific requirements of customers in a diverse range of markets. Furthermore, our proprietary HTS wire design and product engineering capabilities enable products with superior performance when compared to other market alternatives. Our wire design, for instance, allows us to tailor the lamination of our HTS wire to meet the electrical and mechanical performance requirements of widely varying end-use applications.

Highly Scalable, Low Cost Manufacturing Platform. Our proprietary manufacturing technique for 344 superconductors, which is our brand name for what is generically known as second generation (2G) HTS wire, is modular in nature, which we believe will allow us to readily expand manufacturing capacity at relatively low incremental cost. All of the equipment we are installing today for the 344 superconductors manufacturing line is designed with the capability to process either 4 cm or 10 cm wide strips, which will allow us to increase gross capacity by 2.5 times without significant additional capital expenditures when we migrate from 4 cm to 10 cm production. We believe our capacity expansion on this manufacturing line will eventually enable us to manufacture this wire at one-fifth the cost of our first generation (1G) HTS wire, which we no longer manufacture.

Table of Contents

Close Consultative Relationships with Customers. We have built a team of skilled engineers with extensive experience in the design, structure and modeling of power transmission and distribution grids and in the operation of wind farms and industrial sites. We work closely with our customers to understand their needs and develop solutions to their unique operational challenges. By determining solutions, our team is able to identify applications for our technology. We are then able to customize and target our offerings to specific customers.

Highly Experienced Management and Technical Team. Senior management has over 200 years of cumulative experience developing, manufacturing, marketing and selling energy technologies. This team is composed of veterans of the electrical equipment, utility and wind power markets.

Strategy

Our strategy is to drive revenue growth and enhance operating results by achieving a greater proliferation and acceptance of our products.

Target High-Growth Segments with Commercial Products. We target high-growth segments of the power and utility industry. Our Power Systems offerings are designed to meet the needs of the wind energy market, which is expected to grow by at least 19 percent annually through 2010, according to GWEC. Our HTS and grid-support products fill the needs of capacity-constrained transmission assets globally and address the demand for more reliable, secure and efficient transmission and distribution assets. After decades of decline, Edison Electric Institute, the association of U.S. shareholder-owned electric companies, expects investment in the transmission grid to increase from \$5.8 billion in 2005 to \$8.4 billion in 2009.

Pursue Overseas Markets. We are increasingly focusing our sales efforts on overseas markets and have been successful in targeting business in emerging economies, such as China and South Korea. We also have built significant sales momentum in countries where dynamic voltage standards for wind farms have been put in place, such as Australia, Canada, New Zealand and the United Kingdom. In fiscal 2006, which ended March 31, 2007, approximately 47 percent of our revenues came from sales outside the United States compared with 24 percent the prior fiscal year. In support of this expansion, we maintain field service and sales in Germany as well as operations in Austria. In the first half of fiscal 2006, we opened offices in China and Singapore to support our growing customer base in the Asia-Pacific region.

Anticipate Customer Needs in the Development of System-Level Solutions. We develop close working relationships with our customers that enable us to provide customized solutions and identify opportunities to employ our products. Our Network Solutions team collects and analyzes data regarding our customers' systems from entire power grids to manufacturing operations to wind farms. For example, our Network Solutions team carries out dynamic simulations for customers on the effects power grid disturbances may have on grid reliability under all operating conditions. They then can quantify how the incorporation of volt-amp-reactive, or VAR, solutions, such as static VAR compensators, or SVCs, and dynamic VAR, or D-VAR, systems, and advanced technologies, such as HTS cables and fault current limiters, or FCLs, can improve power grid operations. The group performs similar analyses to determine optimum power quality solutions for industrial manufacturing sites and wind farms.

Table of Contents

Strengthen our Technology Leadership while Lowering Cost. We work continuously to strengthen our leadership position in terms of reliability, effectiveness, cost and total product offering. We interact with our customers and suppliers not only to improve the performance and efficiency of our Power Systems solutions, but also to reduce material and manufacturing costs. In addition, we maintain a vigorous research and development effort that continues to yield increases in electrical and mechanical performance of our 344 superconductors, which already perform at levels that are comparable to or better than our 1G HTS wire. We continue to achieve productivity enhancements in our manufacturing of 344 superconductors, which we believe will enable us to manufacture this wire at one-fifth the cost of our 1G HTS wire.

Pursue Targeted Strategic Acquisitions and Alliances. We will continue to pursue strategic business relationships and acquisitions that complement our product portfolio and increase our rate of growth. We have built strategic alliances and close corporate relationships with many industry leaders including GE Energy, Nexans, Siemens, Southwire and Vestas to develop and commercialize our products and to bring them to market. We also have been successful in closing key acquisitions, including our recent acquisitions of Windtec and Power Quality Systems. The Windtec acquisition provides increased access to the growing wind market and complements sales of our existing D-VAR and PowerModule power electronics products in the wind market. Our recent Power Quality Systems acquisition enhances our reactive compensation product offerings for utility and industrial customers.

Corporate Information

We were incorporated in the State of Delaware in April 1987. Our principal executive offices are located at Two Technology Drive, Westborough, Massachusetts 01581 and our telephone number at that address is (508) 836-4200.

Our website is located at www.amsc.com. We have not incorporated by reference into this prospectus the information on our website and you should not consider it to be a part of this document. Our website address is included as an inactive textual reference only.

THE OFFERING

Common stock offered by selling stockholders	20,000 shares
Use of proceeds	We will not receive any proceeds from the sale of the shares in the offering.
NASDAQ Global Market symbol	AMSC

Table of Contents

RISK FACTORS

An investment in our common stock involves a high degree of risk. You should carefully consider the following risk factors and the other information included or incorporated by reference into this prospectus before investing in our common stock. Additional risks and uncertainties not presently known to us or that we currently deem immaterial may also affect our business operations. If any of these risks occur, our business could suffer, the market price of our common stock could decline and you could lose all or part of your investment in our common stock.

We have a history of operating losses, and we expect to incur losses in the future.

We have been focused on research and development activities through the fiscal year ended March 31, 2007. We have incurred net losses in each year since our inception. Our net loss was \$9.7 million for the three months ended June 30, 2007 and \$34.7 million for the fiscal year ended March 31, 2007, \$30.9 million for the fiscal year ended March 31, 2006 and \$19.7 million for the fiscal year ended March 31, 2005. Our accumulated deficit as of June 30, 2007 was \$394.7 million. We expect to continue to incur operating losses until at least the end of the fiscal year ending March 31, 2009, and we cannot be certain that we will ever achieve profitability.

We had cash, cash equivalents and marketable securities totaling \$30.5 million at June 30, 2007. We believe our available cash, cash equivalents and marketable securities, as supplemented by our July 2007 stock offering, will be sufficient to fund our working capital, capital expenditures and other cash requirements for the next several years. However, we may need additional funds if our performance deviates significantly from our current business plan, if there are significant changes in competitive or other market factors, or if unforeseen circumstances arise. Such funds may not be available, or may not be available under terms acceptable to us.

There are a number of technological challenges that must be successfully addressed before our superconductor products can gain widespread commercial acceptance, and our inability to address such technological challenges could adversely affect our ability to acquire customers for our products.

Many of our superconductor products are in the early stages of commercialization, while others are still under development. There are a number of technological challenges that we must successfully address to complete our development and commercialization efforts for superconductor products. We also believe that several years of further development in the cable, fault current limiter and motor industries will be necessary before a substantial number of additional commercial applications for our HTS wire in these industries can be developed and proven. We will also need to improve the performance and reduce the cost of our HTS wire to expand the number of commercial applications for it. We may be unable to meet such technological challenges or to sufficiently improve the performance and reduce the costs of our HTS wire. Delays in development, as a result of technological challenges or other factors, may result in the introduction or commercial acceptance of our superconductor products later than anticipated.

The commercial uses of superconductor products are limited today, and a widespread commercial market for our products may not develop.

To date, there has been no widespread commercial use of HTS products. Even if the technological hurdles currently limiting commercial uses of HTS products are overcome, it is uncertain whether a robust commercial market for those new and unproven products will ever develop. To date, many projects to install HTS cables and products in power grids have been funded or subsidized by the governmental authorities. If this funding is curtailed, grid operators may not continue to utilize HTS cables and products in their projects. It is possible that the market demands we currently anticipate for our HTS products will not develop and that they will never achieve widespread commercial acceptance.

Table of Contents

We have limited experience manufacturing our Power Systems products in commercial quantities, and failure to manufacture our Power Systems products in commercial quantities at acceptable cost and quality levels would impair our ability to meet customer delivery requirements.

To be financially successful, we will have to manufacture our Power Systems products in commercial quantities at acceptable costs while also preserving the necessary performance and quality levels. We cannot be certain that we will be successful in developing product designs and manufacturing processes that permit us to manufacture our Power Systems products in commercial quantities at acceptable costs while preserving the necessary performance and quality. In addition, we may incur significant unforeseen expenses in our product design and manufacturing efforts.

We have not manufactured our 344 superconductors in commercial quantities, and a failure to manufacture our 344 superconductors in commercial quantities at acceptable cost and quality levels would substantially limit our future revenue and profit potential.

We are developing commercial-scale manufacturing processes for our 344 superconductors, which, while very different from our 1G HTS wire manufacturing processes, are also extremely complex and challenging. We expect to have installed and qualified by December 31, 2007 the capacity to manufacture 720,000 meters of our 344 superconductors annually. However, in order to be able to offer our wire at pricing that we believe will be commercially competitive, we estimate that we will need to develop the capacity to manufacture nine million meters of our 344 superconductors annually. We believe it will cost between approximately \$28 million and \$35 million to purchase and install additional equipment to achieve this commercial scale manufacturing capability. We may not be able to manufacture satisfactory commercial quantities of 344 superconductors of consistent quality with an acceptable yield and cost. Failure to successfully scale up manufacturing of our 344 superconductors would result in a significant limitation of the broad market acceptance of our HTS products and of our future revenue and profit potential.

We have limited experience in marketing and selling our superconductor products and system-level solutions, and our failure to effectively market and sell our products and solutions could adversely affect our revenue and cash flow.

To date, we have limited experience marketing and selling our superconductor products and system-level solutions, and there are few people who have significant experience marketing or selling superconductor products and system-level solutions. Once our products and solutions are ready for widespread commercial use, we will have to develop a marketing and sales organization that will effectively demonstrate the advantages of our products over both more traditional products and competing superconductor products or other technologies. We may not be successful in our efforts to market this new technology, and we may not be able to establish an effective sales and distribution organization.

We may decide to enter into arrangements with third parties for the marketing or distribution of our products, including arrangements in which our products, such as HTS wire, are included as a component of a larger product, such as a power cable system or a motor. By entering into marketing and sales alliances, the financial benefits to us of commercializing our products are dependent on the efforts of others.

Our success in addressing the wind energy system market is dependent on the system manufacturers that license our system designs.

Table of Contents

Because an important element of our strategy for addressing the wind energy system market involves the license of our system designs to manufacturers of wind energy systems, the financial benefits to us of our products for the wind energy market are dependent on the success of these manufacturers in selling wind energy systems that incorporate our designs. We may not be able to enter into marketing or distribution arrangements with third parties on financially acceptable terms, and third parties may not be successful in selling our products or applications incorporating our products.

Growth of the wind energy market depends largely on the availability and size of government subsidies and economic incentives.

At present, the cost of wind energy exceeds the cost of conventional power generation in many locations around the world. Various governments have used different policy initiatives to encourage or accelerate the development and adoption of wind energy and other renewable energy sources. Renewable energy policies are in place in the European Union, most notably Germany and Spain, certain countries in Asia, including China, Japan and South Korea, and many of the states in Australia and the United States. Examples of government sponsored financial incentives include capital cost rebates, feed-in tariffs, tax credits, net metering and other incentives to end-users, distributors, system integrators and manufacturers of wind energy products to promote the use of wind energy and to reduce dependency on other forms of energy. Governments may decide to reduce or eliminate these economic incentives for political, financial or other reasons. Reductions in, or eliminations of, government subsidies and economic incentives before the wind energy industry reaches a sufficient scale to be cost-effective in a non-subsidized marketplace could reduce demand for our products and adversely affect our business prospects and results of operations.

Many of our revenue opportunities are dependent upon subcontractors and other business collaborators.

Many of the revenue opportunities for our business involve projects, such as the installation of superconductor cables in power grids and electrical system hardware in wind energy systems, in which we collaborate with other companies, including suppliers of cryogenic systems, manufacturers of electric power cables and manufacturers of wind energy systems. In addition, a key element of our business strategy is the formation of business alliances with motor manufacturers and/or marine propulsion system integrators. As a result, most of our current and planned revenue-generating projects involve business collaborators on whose performance our revenue is dependent. If these business partners fail to deliver their products or perform their obligations on a timely basis or fail to generate sufficient demand for the systems they manufacture, our revenue from the project may be delayed or decreased and we may not be successful in selling our products.

We may not realize all of the sales expected from our backlog of orders and contracts.

At June 30, 2007, we had approximately \$75 million of backlog of orders and contracts. There can be no assurances that the revenue we expect to generate from our backlog will be realized in the periods we expect to realize such revenue, or at all. In addition, the backlog of orders and contracts, if realized, may not result in profitable revenue. Backlog represents the value of contracts and purchase orders received, less the revenue recognized to date on those contracts and purchase orders. Our customers have the right under some circumstances and with some penalties or consequences to terminate, reduce or defer firm orders that we have in backlog. In addition, our government contracts are subject to the risks described below. If our customers terminate, reduce or defer firm orders, we may be protected from certain costs and losses, but our sales will nevertheless be adversely affected and we may not generate the revenue we expect. Although we strive to maintain ongoing relationships with our customers, there is an ongoing risk that orders may be cancelled or rescheduled due to fluctuations in our customers business needs or purchasing budgets.

Table of Contents

Our contracts with the U.S. government are subject to audit, modification or termination by the U.S. government, and the continued funding of such contracts remains subject to annual congressional appropriation which, if not approved, could adversely affect our results of operations and financial condition.

As a company that contracts with the U.S. government, we are subject to financial audits and other reviews by the U.S. government of our costs and performance, accounting and general business practices relating to these contracts. Based on the results of these audits, the U.S. government may adjust our contract-related costs and fees. We cannot be certain that adjustments arising from government audits and reviews would not have a material adverse effect on our results of operations. Some of our contracts with the U.S. government are on a firm fixed price basis and, as such, are subject to more financial risk in the event of unanticipated cost overruns. For example, we recently announced that we had higher than planned costs in connection with a fixed price contract with the Navy.

All of our U.S. government contracts can be terminated by the U.S. government for its convenience. Termination-for-convenience provisions provide only for our recovery of costs incurred or committed, and for settlement of expenses and profit on work completed prior to termination. In addition to the right of the U.S. government to terminate its contracts with us, U.S. government contracts are conditioned upon the continuing approval by Congress of the necessary spending to honor such contracts. Congress often appropriates funds for a program on a fiscal-year basis even though contract performance may take more than one year. Consequently, at the beginning of many major governmental programs, contracts often may not be fully funded, and additional monies are then committed to the contract only if, as and when appropriations are made by Congress for future fiscal years. We cannot be certain that our U.S. government contracts will not be terminated or suspended in the future. The U.S. government's termination of, or failure to fully fund, one or more of our contracts would have a negative impact on our operating results and financial condition. Further, in the event that any of our government contracts are terminated for cause, it could affect our ability to obtain future government contracts which could, in turn, seriously harm our ability to develop our technologies and products.

We have recently learned that the United States House of Representatives' Committee on Energy and Commerce, or Committee, and its Subcommittee on Oversight and Investigations has sent a letter to the United States Department of Homeland Security, or DHS, indicating that it is reviewing the origins of the sole source contract that DHS awarded to American Superconductor and Consolidated Edison for a project to develop electricity grids in New York City that can withstand major disruptions. As we previously announced, we signed a letter contract on this project on May 18, 2007 with DHS worth \$1.7 million, of which DHS will fund \$1.1 million. Final contract terms between DHS and us are being negotiated. Total project costs are estimated to be \$39.3 million with DHS providing up to \$25.0 million of the total project cost.

We have also learned that the Committee sent a letter to the Department of the Navy seeking information and documents regarding completed contracts between the U.S. Navy and us.

The Committee did not state the reason for its review of these matters. On August 2, 2007, we received a letter requesting that we provide certain information to the Committee. Negotiations between us and the DHS regarding the final contract are continuing. While we continue to expect to successfully complete this contract, there can be no assurance that we will do so.

Table of Contents

Our products face intense competition both from superconductor products developed by others and from traditional, non-superconductor products and alternative technologies, which could limit our ability to acquire or retain customers.

The market for superconductor products is intensely competitive. We face competition both from competitors in the superconductor field and from vendors of traditional products and new technologies. There are many companies in the United States, Europe, Japan and China engaged in the development of HTS wire, including EHTS (a division of Bruker Biospin), Evico, Fujikura, Furukawa Electric, Innova Superconductor Technology, Nexans, MetOx, Showa, Sumitomo Electric Industries, SuperPower (a subsidiary of Royal Philips Electronics) and Zenergy. The superconductor industry is characterized by rapidly changing and advancing technology. Our future success will depend in large part upon our ability to keep pace with advancing HTS technology and developing industry standards.

Our power electronic products, such as D-VAR and PQ-SVC products, compete with a variety of other power reliability products such as dynamic voltage restorers, or DVRs, static VAR compensators, or SVCs, static compensators, or STATCOMS, flywheels, battery-based power quality systems and competing power electronic converter systems. The manufacturers of products that compete with our power electronic products and PowerModule products include ABB, Alstom, Mitsubishi Electric, S&C Electric and Siemens.

Our Windtec business faces competition for the supply of wind turbine engineering design services from design engineering firms, such as Garrad Hassan, and from licensors of wind turbine systems, such as Aerodyn, DeWind and REpower. We also face indirect competition in the wind energy market from manufacturers of wind energy systems, such as Gamesa, General Electric, Suzlon and Vestas.

The stand-alone FCL products that we are developing in collaboration with Siemens face competition from several competitors developing alternative solutions, including Beijing Superconductor, Hypertech, Hyundai, Innopower, KEPRI, Nexans, Rolls-Royce, SC Power, Sumitomo Electric, SuperPower and Toshiba. The HTS motor and generator products that we are developing face competition from copper wire-based motors and generators, from permanent magnet motors that are being developed, including by DRS Technologies, and from companies developing HTS rotating machinery, including Converteam, Doosan Heavy Industries & Construction, General Electric, Ishikawajima-Harima Heavy Industries Co., Rockwell and Siemens. Research efforts and technological advances made by others in the superconductor field, in the wind energy market or in other areas with applications to the power quality and reliability markets may render our development efforts obsolete.

Many of our competitors have substantially greater financial resources, research and development, manufacturing and marketing capabilities than we have. In addition, as the HTS wire, HTS electric motors and generators, and power electronic systems markets develop, other large industrial companies may enter those fields and compete with us. If we are unable to compete successfully, it may harm our business, which in turn may limit our ability to acquire or retain customers.

Third parties have or may acquire patents that cover the materials, processes and technologies we use or may use in the future to manufacture our HTS products, and our success depends on our ability to license such patents or other proprietary rights.

We expect that some or all of the HTS materials, processes and technologies we use in designing and manufacturing our products are or will become covered by patents issued to other parties, including our competitors. If that is the case, we will need to acquire licenses to these patents, successfully contest the validity of these patents or re-engineer our products so that they do not infringe such patents. The

Table of Contents

owners of these patents may refuse to grant licenses to us, or may be willing to do so only on terms that we find commercially unreasonable. If we are unable to obtain these licenses, we may have to contest the validity or scope of those patents or re-engineer our products to avoid infringement claims by the owners of these patents. It is possible that we will not be successful in contesting the validity or scope of a patent, or that we will not prevail in a patent infringement claim brought against us. Even if we are successful in such a proceeding, we could incur substantial costs and diversion of management resources in prosecuting or defending such a proceeding.

Our patents may not provide meaningful protection for our technology, which could result in us losing some or all of our market position.

We own or have licensing rights under many patents and pending patent applications. However, the patents that we own or license may not provide us with meaningful protection of our technologies and may not prevent our competitors from using similar technologies, for a variety of reasons, such as:

the patent applications that we or our licensors file may not result in patents being issued;

any patents issued may be challenged by third parties; and

others may independently develop similar technologies not protected by our patents or design around the patented aspects of any technologies we develop.

Moreover, we could incur substantial litigation costs in defending the validity of our own patents. We also rely on trade secrets and proprietary know-how to protect our intellectual property. However, our non-disclosure agreements and other safeguards may not provide meaningful protection for our trade secrets and other proprietary information. If the patents that we own or license or our trade secrets and proprietary know-how fail to protect our technologies, our market position may be adversely affected.

Our success is dependent upon attracting and retaining qualified personnel, and our inability to do so could significantly damage our business and prospects.

Our success will depend in large part upon our ability to attract and retain highly qualified research and development, management, manufacturing, marketing and sales personnel. Hiring those persons may be especially difficult due to the specialized nature of our business.

We may acquire additional complementary businesses or technologies, which may require us to incur substantial costs for which we may never realize the anticipated benefits.

We acquired Windtec on January 5, 2007 and Power Quality Systems on April 27, 2007. We may in the future acquire additional complementary businesses or technologies, although we currently have no commitments or agreements. As a result of the Windtec and Power Quality Systems acquisitions and any additional acquisitions we pursue, management's attention and resources may be diverted from our other businesses. An acquisition may also involve significant purchase price and significant transaction-related expenses.

Achieving the benefits of any acquisition involves additional risks, including:

difficulty assimilating acquired operations, technologies and personnel;

inability to retain management and other key personnel of the acquired business;

Table of Contents

changes in management or other key personnel that may harm relationships with the acquired business's customers and employees; and

diversion of management attention as a result of the integration process.

We cannot ensure that we will realize any of the anticipated benefits of the Windtec and Power Quality Systems acquisitions or any other acquisition, and if we fail to realize these anticipated benefits, our operating performance could suffer.

Our international operations are subject to risks that we do not face in the U.S., which could have an adverse effect on our operating results.

We completed our acquisition of Windtec, an Austrian-based company, on January 5, 2007 and we are expanding our sales and service operations in Austria and the Asia-Pacific region. We expect our revenue and operations outside the United States will continue to expand in the future. Our international operations are subject to a variety of risks that we do not face in the U.S., including:

difficulties in staffing and managing our foreign offices and the increased travel, infrastructure and legal compliance costs associated with multiple international locations;

potentially longer payment cycles for sales in foreign countries and difficulties in collecting accounts receivable;

additional withholding taxes or other taxes on our foreign income, and tariffs or other restrictions on foreign trade or investment, including export duties and quotas, trade and employment restrictions;

imposition of, or unexpected adverse changes in, foreign laws or regulatory requirements;

increased exposure to foreign currency exchange rate risk;

reduced protection for intellectual property rights in some countries; and

political unrest, war or acts of terrorism.

Our overall success in international markets depends, in part, upon our ability to succeed in differing legal, regulatory, economic, social and political conditions. We may not be successful in developing and implementing policies and strategies that will be effective in managing these risks in each country where we do business. Our failure to manage these risks successfully could harm our international operations and reduce our international sales, thus adversely affecting our business, operating results and financial condition.

Our common stock may experience extreme market price and volume fluctuations, which may prevent our stockholders from selling our common stock at a profit and could lead to costly litigation against us that could divert our management's attention.

The market price of our common stock has historically experienced significant volatility and may continue to experience such volatility in the future. Factors such as technological achievements by us and our competitors, the establishment of development or strategic relationships with other companies, our introduction of commercial products, and our financial performance may have a significant effect on the market price of our common stock. In addition, the stock market in general, and the stock of high

Table of Contents

technology companies in particular, have in recent years experienced extreme price and volume fluctuations, which are often unrelated to the performance or condition of particular companies. Such broad market fluctuations could adversely affect the market price of our common stock. Due to these factors, the price of our common stock may decline and investors may be unable to resell their shares of our common stock for a profit. Following periods of volatility in the market price of a particular company's securities, securities class action litigation has often been brought against that company. If we become subject to this kind of litigation in the future, it could result in substantial litigation costs, a damages award against us and the diversion of our management's attention.

Table of Contents

SPECIAL NOTE REGARDING FORWARD-LOOKING INFORMATION

This prospectus, any prospectus supplement we may use in connection with this prospectus, and the documents we incorporate by reference into this prospectus contain forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended, or Securities Exchange Act, and Section 27A of the Securities Act of 1933, as amended, or Securities Act. For this purpose, any statements contained herein that relate to future events or conditions, including without limitation, the statements included or incorporated by reference into this prospectus regarding industry prospects and our prospective results of operations or financial position, may be deemed to be forward-looking statements. The words believes, anticipates, plans, expects, and similar expressions are intended to identify forward-looking statements. Such forward-looking statements represent management's current expectations and are inherently uncertain. The important factors discussed above under Risk Factors, among others, could cause actual results to differ materially from those indicated by such forward-looking statements. Any such forward-looking statements represent management's views as of the date of the document in which such forward-looking statement is contained. While we may elect to update such forward-looking statements at some point in the future, we disclaim any obligation to do so, even if subsequent events cause our views to change.

Table of Contents**USE OF PROCEEDS**

We are filing the registration statement of which this prospectus is a part to permit the holders of the shares of our common stock described in the section entitled "Selling Stockholders" to resell such shares. We will not receive any proceeds from the resale of shares by the selling stockholders.

The selling stockholders will pay any underwriting discounts and commissions and expenses incurred by the selling stockholders for brokerage, accounting, tax or legal services or any other expenses incurred by the selling stockholders in disposing of the shares. We will bear all other costs, fees and expenses incurred in effecting the registration of the shares covered by this prospectus, including, without limitation, all registration and filing fees, NASDAQ Global Market listing fees and fees and expenses of our counsel and our auditors.

SELLING STOCKHOLDERS

The following table sets forth: (i) the name of each selling stockholder; (ii) his position, office or other material relationship with American Superconductor and its predecessors or affiliates over the past three years; (iii) the number of shares (and percentage) of common stock owned (or subject to options or convertible securities) by each selling stockholder as of the date of this prospectus and prior to this offering; (iv) the number of shares of common stock which may be offered and are being registered for the account of each selling stockholder by this prospectus; and (v) the number of shares (and percentage) of common stock to be owned by each such selling stockholder if such selling stockholder were to sell all of their shares of common stock covered by this prospectus.

We do not know when or in what amounts a selling stockholder may offer shares for sale. The selling stockholders might not sell any or all of the shares offered by this prospectus. Because the selling stockholders may offer all or some of the shares pursuant to this offering, and because there are currently no agreements, arrangements or understandings with respect to the sale of any of the shares, we cannot estimate the number of the shares that will be held by the selling stockholders after completion of the offering. However, for purposes of this table, we have assumed that, after completion of the offering, none of the shares covered by this prospectus will be held by the selling stockholders.

Beneficial ownership is determined in accordance with the rules of the Securities and Exchange Commission, or SEC, and includes voting or investment power with respect to shares. Unless otherwise indicated below, to our knowledge, all persons named in the table have sole voting and investment power with respect to their shares of common stock, except to the extent authority is shared by spouses under applicable law. The inclusion of any shares in this table does not constitute an admission of beneficial ownership for the person named below. The information presented in the table below is as of the date of this prospectus.

Name of Selling Stockholder	Position with American Superconductor	Number of Shares and Percentage of Common Stock Owned Prior to Offer (1)		Number of Shares of Common Stock to be Offered	Number of Shares and Percentage of Common Stock Owned After the Offering (2)	
		Number	Percentage (3)		Number	Percentage (3)
Vikram S. Budhraj	Director	41,000	*	5,000	36,000	*
Peter O. Crisp	Director	146,603(4)	*	5,000	141,603(4)	*
Richard Drouin	Director	99,000	*	5,000	94,000	*
John B. Vander Sande	Director	90,000	*	5,000	85,000	*

* Less than one percent

Table of Contents

- (1) The inclusion of any shares of common stock deemed beneficially owned does not constitute an admission of beneficial ownership of those shares. In accordance with the rules of the SEC, each stockholder is deemed to beneficially own any shares subject to stock options that are currently exercisable or exercisable within 60 days after the date of this prospectus, including (i) 30,000 shares subject to outstanding stock options held by Mr. Budhraj, (ii) 80,000 shares subject to outstanding stock options held by Mr. Crisp, (iii) 80,000 shares subject to outstanding options held by Mr. Drouin and (iv) 80,000 shares of stock subject to outstanding options held by Mr. Vander Sande.
- (2) Assumes that all shares to be offered, as set forth above, are sold pursuant to this offering and that no other shares of common stock are acquired or disposed of by the selling stockholders prior to the termination of this offering. Because the selling stockholders may sell all, some or none of their shares or may acquire or dispose of other shares of common stock, no reliable estimate can be made of the aggregate number of shares that will be sold pursuant to this offering or the number or percentage of shares of common stock that each selling stockholder will own upon completion of this offering.
- (3) To calculate the percentage of outstanding shares of common stock held by each stockholder, the number of shares deemed outstanding includes 40,786,559 shares outstanding as of August 6, 2007, plus any shares subject to outstanding stock options currently exercisable or exercisable within 60 days after the date of this prospectus, held by the stockholder in question.
- (4) Includes 3,000 shares held by Mr. Crisp's wife.

Table of Contents

PLAN OF DISTRIBUTION

The shares covered by this prospectus may be offered and sold from time to time by the selling stockholders. The term selling stockholders includes donees, pledgees, transferees or other successors-in-interest selling shares received after the date of this prospectus from a selling stockholder as a gift, pledge, partnership distribution or other non-sale related transfer. The selling stockholders will act independently of us in making decisions with respect to the timing, manner and size of each sale. Such sales may be made on one or more exchanges or in the over-the-counter market or otherwise, at prices and under terms then prevailing or at prices related to the then current market price or in negotiated transactions. The selling stockholders may sell their shares by one or more of, or a combination of, the following methods:

purchases by a broker-dealer as principal and resale by such broker-dealer for the selling stockholder's own account pursuant to this prospectus;

ordinary brokerage transactions and transactions in which the broker solicits purchasers;

block trades in which the broker-dealer so engaged will attempt to sell the shares as agent but may position and resell a portion of the block as principal to facilitate the transaction;

an over-the-counter distribution in accordance with the rules of the NASDAQ Global Market;

in privately negotiated transactions;

in options transactions; and

by any other legally available means.

In addition, any shares that qualify for sale pursuant to Rule 144 of the Securities Act may be sold under Rule 144 rather than pursuant to this prospectus.

To the extent required, this prospectus may be amended or supplemented from time to time to describe a specific plan of distribution. In connection with distributions of the shares or otherwise, the selling stockholders may enter into hedging transactions with broker-dealers or other financial institutions. In connection with such transactions, broker-dealers or other financial institutions may engage in short sales of the common stock in the course of hedging the positions they assume with selling stockholders. The selling stockholders may also sell the common stock short and redeliver the shares to close out such short positions. The selling stockholders may also enter into option or other transactions with broker-dealers or other financial institutions which require the delivery to such broker-dealer or other financial institution of shares offered by this prospectus, which shares such broker-dealer or other financial institution may resell pursuant to this prospectus (as supplemented or amended to reflect such transaction). The selling stockholders may also pledge shares to a broker-dealer or other financial institution, and, upon a default, such broker-dealer or other financial institution, may effect sales of the pledged shares pursuant to this prospectus (as supplemented or amended to reflect such transaction).

In effecting sales, broker-dealers or agents engaged by the selling stockholders may arrange for other broker-dealers to participate. Broker-dealers or agents may receive commissions, discounts or concessions from the selling stockholders in amounts to be negotiated immediately prior to the sale.

In offering the shares covered by this prospectus, the selling stockholders and any broker-dealers who execute sales for the selling stockholders may be deemed to be underwriters within the meaning of the Securities Act in connection with such sales. Any profits realized by the selling stockholders and the compensation of any broker-dealer may be deemed to be underwriting discounts and commissions.

Table of Contents

In order to comply with the securities laws of certain states, if applicable, the shares must be sold in such jurisdictions only through registered or licensed brokers or dealers. In addition, in certain states the shares may not be sold unless they have been registered or qualified for sale in the applicable state or an exemption from the registration or qualification requirement is available and is complied with.

We have advised the selling stockholders that the anti-manipulation rules of Regulation M under the Exchange Act may apply to sales of shares in the market and to the activities of the selling stockholders and their affiliates. In addition, we will make copies of this prospectus available to the selling stockholders for the purpose of satisfying the prospectus delivery requirements of the Securities Act. The selling stockholders may indemnify any broker-dealer that participates in transactions involving the sale of the shares against certain liabilities, including liabilities arising under the Securities Act.

At the time a particular offer of shares is made, if required, a prospectus supplement will be distributed that will set forth the number of shares being offered and the terms of the offering, including the name of any underwriter, dealer or agent, the purchase price paid by any underwriter, any discount, commission and other item constituting compensation, any discount, commission or concession allowed or reallocated or paid to any dealer, and the proposed selling price to the public.

We have agreed to indemnify the selling stockholders against certain liabilities, including certain liabilities under the Securities Act.

LEGAL MATTERS

The validity of the shares offered by this prospectus has been passed upon by Wilmer Cutler Pickering Hale and Dorr LLP.

EXPERTS

The financial statements and management's assessment of the effectiveness of internal control over financial reporting (which is included in Management's Report on Internal Control over Financial Reporting) incorporated in this prospectus by reference to the Annual Report on Form 10-K for the year ended March 31, 2007 have been so incorporated in reliance on the report (which contains an explanatory paragraph on management's assessment of the effectiveness of internal control over financial reporting and on the effectiveness of internal control over financial reporting due to the exclusion of certain elements of the internal control over financial reporting of Windtec Consulting GmbH acquired on January 5, 2007) of PricewaterhouseCoopers LLP, an independent registered public accounting firm, given on the authority of said firm as experts in auditing and accounting.

The audited historical financial statements of Windtec Consulting GmbH incorporated in this prospectus by reference to American Superconductor Corporation's Current Report on Form 8-K/A filed with the SEC on June 14, 2007 have been so incorporated in reliance on the report (which contains an explanatory paragraph relating to Windtec Consulting GmbH restatement of its financial statements as described in Note 2 to the financial statements) of PwC Wirtschaftsprüfung GmbH Wirtschaftsprüfungs-und Steuerberatungsgesellschaft, an independent registered public accounting firm, given on the authority of said firm as experts in auditing and accounting.

Table of Contents

WHERE YOU CAN FIND MORE INFORMATION

We are subject to the informational requirements of the Securities Exchange Act and file annual, quarterly and special reports, proxy statements and other documents with the SEC. You may read and copy any reports, proxy statements and other documents we file at the SEC's public reference room at 100 F Street, N.E., Room 1580, Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the public reference rooms. You may also obtain copies of these reports, proxy statements and other documents at the SEC's website, the address of which is <http://www.sec.gov>.

We have filed a registration statement on Form S-8 and related exhibits with the SEC under the Securities Act. The registration statement contains additional information about us and the shares of common stock covered by this prospectus. You may inspect the registration statement and exhibits without charge and obtain copies from the SEC at the location above or from the SEC's web site.

INCORPORATION OF DOCUMENTS BY REFERENCE

We are incorporating by reference certain documents we file with the SEC, which means that we can disclose important information to you by referring you to those documents. The information in the documents incorporated by reference is considered to be part of this prospectus. Information in documents that we file with the SEC after the date of this prospectus will automatically update and supersede information in this prospectus. We incorporate by reference the documents listed below and any future filings we may make with the SEC under Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act after the date of this prospectus and prior to the termination of the offering of the shares of common stock covered hereby.

Our Annual Report on Form 10-K for the year ended March 31, 2007, filed with the SEC on June 14, 2007;

Our Quarterly Report on Form 10-Q for the quarter ended June 30, 2007, filed with the SEC on August 9, 2007;

Our Current Report on Form 8-K, filed with the SEC on June 14, 2007;

Our Current Report on Form 8-K/A, filed with the SEC on June 14, 2007 (amending our Current Report on Form 8-K, as filed with the SEC on January 11, 2007, as amended by a Form 8-K/A filed with the SEC on March 23, 2007);

Our Current Report on Form 8-K, filed with the SEC on June 20, 2007;

Our Current Report on Form 8-K, filed with the SEC on July 2, 2007;

Our Current Report on Form 8-K, filed with the SEC on August 7, 2007; and

DIRECTOR INDEPENDENCE. The Board has determined that a majority of the directors and all current members of the Nominating and Corporate Governance, Compensation and Human Resources, and Audit and Risk Committees are independent for purposes of the independence standards of both the New York Stock Exchange and NASDAQ, and that all of the members of the Audit and Risk Committee are also independent for purposes of Section 10A(m)(3) of the Securities Exchange Act of 1934 and the independence standards of both the New York Stock Exchange and NASDAQ. The Board based these determinations primarily on a review of the responses of the directors to questions regarding employment and transaction history, affiliations and family and other relationships and on discussions with the directors. Our independent directors are: Andrew B. Abramson, Pamela R. Bronander, Eric P. Edelstein, Gerald Korde, Michael L. LaRusso, Marc J. Lenner, Robinson Markel, Richard S. Miller, Barnett Rukin and Suresh L. Sani. Mr. Markel's and Mr. Miller's terms as directors will expire at the Annual Meeting. Mr. Wilks is considered independent under NASDAQ rules but not under the New York Stock Exchange rules. We expect that Mr. Baum, if elected, will qualify as an independent director.

Edgar Filing: AMERICAN SUPERCONDUCTOR CORP /DE/ - Form S-8

To assist in making determinations of independence, the Board has concluded that the following relationships are immaterial and that a director whose only relationships with the Company fall within these categories is independent:

A loan made by the Bank to a director, his or her immediate family or an entity affiliated with a director or his or her immediate family, or a loan personally guaranteed by such persons if such loan (i) complies with federal regulations on insider loans, where applicable; and (ii) is not classified by the Bank's credit risk department or independent loan review department, or by any bank regulatory agency which supervises the Bank;

A deposit, trust, insurance brokerage, investment advisory, securities brokerage or similar customer relationship between Valley or its subsidiaries and a director, his or her immediate family or an affiliate of his or her immediate family if such relationship is on customary and usual market terms and conditions;

Table of Contents

The employment by Valley or its subsidiaries of any immediate family member of the director if the employee serves below the level of a senior vice president;

Annual contributions by Valley or its subsidiaries to any charity or non-profit corporation with which a director is affiliated if the contributions do not exceed an aggregate of \$30,000 in any calendar year;

Purchases of goods or services by Valley or any of its subsidiaries from a business in which a director or his or her spouse or minor children is a partner, shareholder or officer, if the director, his or her spouse and minor children own five percent (5%) or less of the equity interests of that business and do not serve as an executive officer of the business; or

Purchases of goods or services by Valley, or any of its subsidiaries, from a director or a business in which the director or his or her spouse or minor children is a partner, shareholder or officer if the annual aggregate purchases of goods or services from the director, his or her spouse or minor children or such business in the last calendar year does not exceed the greater of \$120,000 or five percent (5%) of the gross revenues of the business.

The Board considered the following categories of items for each director it determined was independent:

Name	Loans*	Trust Services/Assets Under Management	Banking Relationship with VNB	Professional Services to Valley
Andrew B. Abramson	Commercial and Personal	Trust Services	Checking, Savings, Certificate of Deposit	None
Pamela R. Bronander	Commercial and Personal Line of Credit, Home Equity Residential Mortgage	None	Checking, Savings, Certificate of Deposit	None
Eric P. Edelstein	Residential Mortgage	None	Checking	None
Gerald Korde	Commercial, Commercial and Personal Line of Credit	Trust Services	Checking, Money Market	None
Michael L. LaRusso	None	None	Checking, Money Market, Safekeeping	None
Marc J. Lenner	Commercial Mortgage, Residential Mortgage, Personal Line of Credit and Home Equity	Trust Services	Checking, Money Market, Certificate of Deposit, IRA	None
Robinson Markel	None	None	Checking	Legal
Richard S. Miller	Home Equity Line of Credit	None	Checking, Savings	Legal
Barnett Rukin	Commercial and Home Mortgages, Line of credit	Assets Under Management	Checking, Safe Deposit Box	None
Suresh L. Sani	Commercial Mortgage	None	Checking, Money Market	None

* In compliance with Regulation O.

EXECUTIVE SESSIONS OF NON-MANAGEMENT DIRECTORS. Valley's Corporate Governance Guidelines require the Board to provide for executive sessions with only independent, non-management directors participating. At least once a year, the Board holds an executive session including only independent, non-management directors. Valley's Board has chosen to rotate the presiding director for each meeting among the respective chairmen of the Audit and Risk, Compensation and Human Resources, and Nominating and Corporate Governance Committees.

SHAREHOLDER AND INTERESTED PARTIES COMMUNICATIONS WITH DIRECTORS. The Board of Directors has established the following procedures for shareholder or interested party communications with the Board of Directors or with the rotating chairman of the executive sessions of the non-management directors of the Board:

Shareholders or interested parties wishing to communicate with the Board of Directors or with the presiding director of executive sessions, should send any communication to Valley National Bancorp, c/o Alan D. Eskow, Corporate Secretary, at 1455 Valley Road, Wayne, New Jersey 07470. Any such communication should state the number of shares owned by the shareholder.

The Corporate Secretary will forward such communication to the Board of Directors or, as appropriate, to the particular committee chairman; or to the then presiding director, unless the communication is a personal or similar grievance, a shareholder proposal or related communication, an abusive or inappropriate communication, or a communication not related to the duties or responsibilities of the Board of Directors; or of the non-management directors, in which case the

Table of Contents

Corporate Secretary has the authority to determine the appropriate disposition of the communication. All such communications will be kept confidential to the extent possible.

The Corporate Secretary will maintain a log of, and copies of, all such communications for inspection and review by any Board member; or by the presiding director of executive sessions, and will regularly review all such communications with the Board or the appropriate committee chairman; or with the presiding director at the next meeting.

The Board of Directors has also established the following procedures for shareholder or interested party communications with the rotating chairman of the executive sessions of the non-management directors of the Board:

The Corporate Secretary will maintain a log of, and copies of, all such communications for inspection and review by the presiding director of executive sessions, and shall regularly review all such communications with the presiding director at the next meeting.

COMMITTEES OF THE BOARD OF DIRECTORS; BOARD OF DIRECTORS MEETINGS

In 2011, the Board of Directors maintained an Audit and Risk Committee, a Nominating and Corporate Governance Committee, and a Compensation and Human Resources Committee. Only independent directors serve on these committees. In addition to these committees, the Board also maintains a number of committees to oversee other areas of Valley's operations. These include an Executive Committee, Investment Committee, a Pension/Savings & Investment Trustees Committee, Strategic Planning Committee and a Trust Committee, all of which have independent and non-independent directors, as permitted by the SEC, the NYSE and NASDAQ.

Each director attended 95% or more of the meetings of the Board of Directors, the Bank Board and of each committee on which he or she served for the period ended December 31, 2011. Our Board met five times during 2011 and the Bank's Board met 13 times during 2011.

The following table presents 2011 membership information for each of our Audit and Risk, Nominating and Corporate Governance, and Compensation and Human Resources Committees.

Name	Nominating and		Compensation and
	Audit and Risk	Corporate Governance	Human Resources
Andrew B. Abramson	X*	X	X
Pamela R. Bronander	X		
Eric P. Edelstein	X**		X**
Gerald Korde	X	X	X*
Michael L. LaRusso	X		X
Marc J. Lenner	X	X	
Robinson Markel		X*	X**
Richard S. Miller		X	
Barnett Rukin			X
Suresh L. Sani	X		X

* Committee Chairman

** Vice Chairman

AUDIT AND RISK COMMITTEE. The Audit and Risk Committee met eight times during 2011, (and in addition, the Committee Chairman and on occasion one other member of the Audit and Risk Committee met with the Chief Audit Executive and Chief Risk Officer of Valley monthly for the purpose of communicating closely with those officers and receiving updates on significant developments.) The Board of Directors has determined that each member of the Audit and Risk Committee is financially literate and that more than one member of the Audit and Risk Committee has the accounting or related financial management expertise required by the NYSE. The Board of Directors has also determined that Mr. Edelstein, Mr. LaRusso and Mr. Lenner meet the SEC criteria of an Audit Committee Financial Expert. The charter for the Audit and Risk Committee can be viewed at our website www.valleynationalbank.com/charters. The charter gives the Committee the authority and responsibility for the appointment, retention, compensation and oversight of our independent registered public accounting firm,

Table of Contents

including pre-approval of all audit and non-audit services to be performed by our independent registered public accounting firm. Each member of the Audit and Risk Committee is independent under both NYSE and NASDAQ listing rules. Other responsibilities of the Audit and Risk Committee pursuant to the charter include:

Reviewing the scope and results of the audit with Valley's independent registered public accounting firm;

Reviewing with management and Valley's independent registered public accounting firm Valley's interim and year-end operating results including SEC periodic reports and press releases;

Considering the appropriateness of the internal accounting and auditing procedures of Valley;

Considering the independence of Valley's independent registered public accounting firm;

Overseeing the risk management and internal audit functions including the activities of the loan review, information security and regulatory compliance departments;

Reviewing examination reports by regulatory agencies, together with management's response and follow-up;

Reviewing the significant findings and recommended action plans prepared by the internal audit function, together with management's response and follow-up; and

Reporting to the full Board concerning significant matters coming to the attention of the Committee.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE. The Committee met four times during 2011. This Committee reviews qualifications of and recommends to the Board candidates for election as director of Valley and the Bank, considers the composition of the Board, recommends committee assignments, and discusses management succession for the Chairman and the CEO positions. The Nominating and Corporate Governance Committee develops corporate governance guidelines which include:

Director qualifications and standards;

Director responsibilities;

Director orientation and continuing education;

Limitations on board members serving on other boards of directors;

Director access to management and records; and

Edgar Filing: AMERICAN SUPERCONDUCTOR CORP /DE/ - Form S-8

Criteria for annual self-assessment of the Board, its committees, and their effectiveness.

The Nominating and Corporate Governance Committee is also charged with overseeing the Board's adherence to our corporate governance standards and the Code of Conduct and Ethics. The Nominating and Corporate Governance Committee reviews recommendations from shareholders regarding corporate governance and director candidates. The procedure for submitting recommendations of director candidates is set forth below under the caption "Nomination of Directors." Each member of the Nominating and Corporate Governance Committee is independent under both NYSE and NASDAQ listing rules.

COMPENSATION AND HUMAN RESOURCES COMMITTEE. The Committee met five times during 2011. The Committee determines CEO compensation, sets general compensation levels for directors, all officers and employees and sets specific compensation for named executive officers (NEOs) and other executive officers. It also administers our non-equity and the equity incentive plans, including the 2009 Long-Term Stock Incentive Plan and makes awards pursuant to those plans. The Board has approved its charter, available under our website located at www.valleynationalbank.com/charters, which delegates to the Committee the responsibility to recommend Board compensation. Each member of the Compensation and Human Resources Committee is independent under both NYSE and NASDAQ listing rules.

EXECUTIVE OFFICERS COMPENSATION. In undertaking its responsibilities, annually, the Committee receives from the CEO recommendations (except those that relate to his compensation) for salary, non-equity incentive awards, stock option and restricted stock awards for NEOs and other executive officers. After considering the possible payments under our 2009

Table of Contents

Long-Term Stock Incentive Plan (2009 LTSIP) and our 2010 Executive Incentive Plan (2010 EIP), and discussing the recommendations with the CEO, the Committee meets in executive session to make the final decisions on these elements of compensation. All stock grants are valued using the closing stock price on the date prior to the date the awards are approved. Stock awards under the 2009 LTSIP may take the form of restricted shares, stock options or both. Awards under the 2010 EIP may be in cash, restricted shares or both.

Under authority delegated by the Committee, all other employee salaries and non-equity compensation are determined by executive management. For stock awards, based on operational considerations, prior awards and staff numbers, a block of shares is allocated by the Committee. The individual stock option and restricted stock awards are then allocated by the CEO and his executive staff.

Under authority delegated by the Committee, during the year, the CEO is authorized to make limited stock option grants and restricted stock awards in specific circumstances (special incentive awards for non-officers, awards to new employees and grants on completion of advanced degrees).

All awards not specifically approved in advance by the Committee, but awarded under the authority delegated, are reported to the Committee at its next meeting at which time the Committee ratifies the action taken.

COMPENSATION CONSULTANTS

In 2011 the Committee in its sole discretion employed Fredrick W. Cook & Co. as compensation consultants. The Cook firm was employed to review compensation and performance data of a peer group of comparable financial organizations that had been selected by the Committee and in relationship to these data provide an overview and comments on Valley's executive compensation. Also, the Cook firm was requested to provide trend information relating to executive compensation matters. In addition, the Cook firm has reviewed and provided comments on the compensation disclosures contained in this proxy statement.

In addition, the Committee also employed Towers Watson as compensation analysts to provide an analysis and information relating to our NEOs potential post-employment payments described below, under the Compensation Discussion & Analysis Post-Employment Compensation Elements.

COMPENSATION AS IT RELATES TO RISK MANAGEMENT

The Chief Risk Officer evaluated all incentive-based compensation for all employees of the Company and reported to the Compensation and Human Resources Committee that none individually, or taken together, was reasonably likely to have a material adverse effect on Valley. Each NEO's compensation was not considered excessive. None of the other forms of compensation or incentives for Valley employees were considered to encourage undue or unwarranted risk. The Compensation and Human Resources Committee accepted the Chief Risk Officer's report.

AVAILABILITY OF COMMITTEE CHARTERS

The Audit and Risk Committee, Nominating and Corporate Governance Committee, and Compensation and Human Resources Committee each operates pursuant to a separate written charter adopted by the Board. Each Committee reviews its charter at least annually. All of the committee charters can be viewed at our website www.valleynationalbank.com/charters. Each charter is also available in print to any shareholder who requests it. The information contained on the website is not incorporated by reference or otherwise considered a part of this document.

NOMINATION OF DIRECTORS

Nominations for a director may be made only by the Board of Directors, the Nominating and Corporate Governance Committee of the Board, or by a shareholder of record entitled to vote. The Board of Directors has established minimum criteria for members of the Board. These include:

The maximum age for an individual to join the Board shall be age 60, except that such limitation is inapplicable to a person who, when elected or appointed, is a member of senior management (Executive Vice President or higher), or who was serving as a member of the Board of Directors of another company at the time of its acquisition by Valley;

Table of Contents

A director is eligible for reelection if the director has not attained age 76 before the time of the annual meeting of the Company's shareholders. However, the Board in its discretion may extend this age limit for not more than one year at a time for any director, if the Board determines that the director's service for an additional year will benefit the Company.

Each Board member must demonstrate that he or she is able to contribute effectively regardless of age;

Each Board member must be a U.S. citizen and comply with all qualifications set forth in 12 USC §72;

A majority of the Board members must maintain their principal residences within 100 miles of Wayne, New Jersey (Valley's primary service area);

Board members may not stand for re-election to the Board for more than four terms following the establishment of a principal legal residence outside of Valley's primary service area;

Each Board member must own a minimum of 5,000 shares of our common stock of which 1,000 shares must be in his or her own name (or jointly with the director's spouse) and not pledged or hypothecated;

Unless there are mitigating circumstances (such as medical or family emergencies), any Board member who attends less than 85% of the Board and assigned committee meetings for two consecutive years, will not be nominated for re-election;

Each Board member must prepare for meetings by reading information provided prior to the meeting. Each Board member should participate in meetings, for example, by asking questions and by inquiring about policies, procedures or practices of Valley;

Each Board member should be available for continuing education opportunities throughout the year;

Each Board member is expected to be above reproach in their personal and professional lives and their financial dealings with Valley, the Bank and the community;

If a Board member (a) has his or her integrity challenged by a governmental agency (indictment or conviction), (b) files for personal or business bankruptcy, (c) materially violates Valley's Code of Conduct and Ethics, or (d) has a loan made to or guaranteed by the director classified as doubtful, the Board member shall resign upon the request of the Board. If a loan made to a director or guaranteed by a director is classified as substandard, the Board may ask the director to resign;

No Board member should serve on the board of any other bank or financial institution or on more than two boards of other public companies while a member of Valley's Board without the approval of Valley's Board of Directors;

Each Board member should be an advocate for Valley within the community; and

It is expected that the Bank will be utilized by the Board member for his or her personal and business affiliations.

Edgar Filing: AMERICAN SUPERCONDUCTOR CORP /DE/ - Form S-8

The Nominating and Corporate Governance Committee has adopted a policy regarding consideration of director candidates recommended by shareholders. The Nominating and Corporate Governance Committee will consider nominations recommended by shareholders. In order for a shareholder to recommend a nomination, the shareholder must provide the recommendation along with the additional information and supporting materials to our Corporate Secretary no later than 90 days and no earlier than 120 days prior to the anniversary of the date of the preceding year's annual meeting. The shareholder wishing to propose a candidate for consideration by the Nominating and Corporate Governance Committee must own at least 1% of Valley's outstanding common stock. In addition, the Nominating and Corporate Governance Committee has the right to require any additional background or other information from any director candidate or the recommending shareholder as it may deem appropriate. For Valley's annual meeting in 2013, we must receive this notice on or after December 19, 2012, and on or before January 18, 2013. The following factors, at a minimum, are considered by the Nominating and Corporate Governance Committee as part of its review of all director candidates and in recommending potential director candidates to the Board:

Appropriate mix of educational background, professional background and business experience to make a significant contribution to the overall composition of the Board;

Table of Contents

If the Nominating and Corporate Governance Committee deems it applicable, whether the candidate would be considered a financial expert or financially literate as described in SEC, NYSE and NASDAQ rules or an Audit and Risk Committee financial expert as defined by SEC rules;

If the Nominating and Corporate Governance Committee deems it applicable, whether the candidate would be considered independent under NYSE and NASDAQ rules and the Board's additional independence guidelines set forth in the Company's Corporate Governance Guidelines;

Demonstrated character and reputation, both personal and professional, consistent with that required for a bank director;

Willingness to apply sound and independent business judgment;

Ability to work productively with the other members of the Board;

Availability for the substantial duties and responsibilities of a Valley director; and

Meets the additional criteria set forth in Valley's Corporate Governance Guidelines.

Diversity is one of the factors that the Nominating Committee considers in identifying nominees for a director. In selecting director nominees the Nominating Committee considers, among other factors, (1) the competencies and skills that the candidate possesses and the candidate's areas of qualification and expertise that would enhance the composition of the Board, and (2) how the candidate would contribute to the Board's overall balance of expertise, perspectives, backgrounds and experiences in substantive matters pertaining to the Company's business. The Nominating Committee has not adopted a formal diversity policy with regard to the selection of director nominees.

COMPENSATION AND HUMAN RESOURCES COMMITTEE PROCESSES AND PROCEDURES

The Board has delegated the responsibility for executive compensation matters to the Compensation and Human Resources Committee. The minutes of the Committee meetings are provided at Board meetings and the chair of the Committee reports to the Board significant issues dealt with by the Committee.

CODE OF CONDUCT AND ETHICS AND CORPORATE GOVERNANCE GUIDELINES

We have adopted a Code of Conduct and Ethics which applies to our chief executive officer, principal financial officer, principal accounting officer and to all of our other directors, officers and employees. The Code of Conduct and Ethics is available and can be viewed under our website www.valleynationalbank.com/charters. The Code of Conduct and Ethics is also available in print to any shareholder who requests it. We will disclose any substantive amendments to or waiver from provisions of the Code of Conduct and Ethics made with respect to the chief executive officer, principal financial officer or principal accounting officer on that website.

We have also adopted Corporate Governance Guidelines, which are intended to provide guidelines for the governance by the Board and its committees. The Corporate Governance Guidelines are available under our website located at www.valleynationalbank.com/charters. The Corporate Governance Guidelines are also available in print to any shareholder who requests them.

Table of Contents**DIRECTOR COMPENSATION**

COMPENSATION OF DIRECTORS. Annual compensation of non-employee directors for 2011 was comprised of the following components: cash compensation consisting of annual retainer; meeting and committee fees; and, to the extent that a director elects to forego all or a portion of the annual retainer and board meeting fees, participation in the 2004 Directors Restricted Stock Plan. In addition, there is also a Directors Retirement Plan. Each of these compensation components is described in detail below. The total 2011 compensation of the non-employee directors is shown in the following table.

2011 DIRECTOR COMPENSATION

Name	Fees Earned or Paid in Cash ⁽²⁾	Stock Awards ⁽³⁾	Change in Pension Value and Non-Qualified Deferred Compensation Earnings ⁽⁴⁾	All Other Compensation ⁽⁵⁾	Total
Andrew B. Abramson ⁽¹⁾	\$ 62,750	\$ 88,000	\$ 24,509	\$ 15,641	\$ 190,900
Pamela R. Bronander	37,500	88,000	22,806	15,570	163,876
Eric P. Edelstein ⁽¹⁾	115,750	0	14,790	1,989	132,529
Mary J. Steele Guilfoile	21,750	88,000	12,865	1,005,545 ⁽⁶⁾	1,128,160
Graham O. Jones	86,500	0	25,266	0	111,766
Walter H. Jones, III	75,750	0	25,958	0	101,708
Gerald Korde ⁽¹⁾	117,000	0	35,351	0	152,351
Michael L. LaRusso	65,000	44,000	15,136	7,842	131,978
Marc J. Lenner	93,000	0	5,629	0	98,629
Robinson Markel ⁽¹⁾	102,500	0	16,416	0	118,916
Richard S. Miller	93,500	0	17,298	0	110,798
Barnett Rukin	96,000	0	32,422	5,412	133,834
Suresh L. Sani	95,000	0	5,846	0	100,846
Robert C. Soldoveri	74,500	0	7,609	0	82,109

(1) Bancorp Committee Chairman and/or Bancorp Committee Vice Chairman (see Committees of the Board on Page 13 in this Proxy Statement.)

(2) Includes committee fees and fees for chairing Board Committees.

(3) Reflects fees forgone by directors pursuant to the 2004 Directors Restricted Stock Plan. There were 23,435 shares awarded under the plan during the year ended December 31, 2011 each at the grant date fair market value of \$13.14 and there were 101,470 outstanding shares under the plan as of December 31, 2011. The following table represents the shares awarded in 2011, the grant date fair market value and the aggregate number of stock outstanding at December 31, 2011, for each of the following participants:

Name	Number of Shares Awarded in 2011	Grant Date Fair Market Value of Shares Awarded	Aggregate Number of Stock Awards Outstanding at Fiscal Year-End
Andrew B. Abramson	6,696	\$ 13.14	25,993
Pamela R. Bronander	6,696	13.14	25,891
Eric P. Edelstein	0	0	2,876
Mary J. Steele Guilfoile	6,696	13.14	25,853
Michael L. LaRusso	3,347	13.14	13,027
Barnett Rukin	0	0	7,830

(4) Represents non-cash compensation reflecting the change in the present value of pension benefits year to year for Directors Plan for 2011, taking into account the age of each director, a present value factor and time remaining until retirement.

(5) This column reflects the cash dividend and interest on deferred dividends earned during 2011, under the 2004 Directors Restricted Stock Plan.

(6) This includes \$900,000 consulting fees in connection with Valley's acquisition of State Bancorp, Inc. and \$90,000 consulting fee pursuant to a long-standing investment banking retainer consulting agreement, paid to MG Advisors, Inc. in 2011. Ms. Guilfoile is the Chairman of MG Advisors. The amount also

Edgar Filing: AMERICAN SUPERCONDUCTOR CORP /DE/ - Form S-8

includes \$15,545 in cash dividends and interest on deferred dividends earned during 2011, under the 2004 Directors Restricted Stock Plan.

ANNUAL BOARD RETAINER. Non-employee directors received an annual retainer of \$40,000 per year, paid quarterly. This retainer is paid to recognize expected ongoing dialog of board members with our executives and employees, for being available to provide their professional expertise as needed, for attending various Bank functions, for undertaking continuing education, and for interfacing with customers as appropriate.

Table of Contents

BOARD MEETING FEES. In recognition of the preparation time, travel time, attendance at and providing professional expertise at the board meetings, non-employee directors received a board meeting fee of \$2,000 for each meeting attended.

BOARD COMMITTEE FEES AND COMMITTEE CHAIR RETAINER. The Chair of the Audit and Risk Committee received an annual retainer of \$25,000 and the Vice Chair a retainer of \$7,500. The Chair of the Compensation and Human Resources Committee received an annual retainer of \$15,000 and each Vice Chair a retainer of \$5,000. The Chair of the Nominating and Corporate Governance Committee received an annual retainer of \$7,500. These retainers are to recognize the extensive time that is devoted to committee matters including meetings with management, auditors, attorneys and consultants and preparing committee agendas.

All members of these committees are paid for attending each committee meeting as follows: \$2,500 for Audit and Risk, \$2,000 for Compensation and Human Resources and \$1,000 for Nominating and Corporate Governance.

The Company and Bank also have a number of other committees (other than the corporate governance committees listed on page 13 and required to be disclosed) that are not disclosed committees under SEC and NYSE rules. These committees generally deal with oversight of various operating matters. All other committee chairs receive a retainer of \$5,000 and there is an attendance fee between \$500 and \$1,000 for each committee meeting.

DIRECTORS RETIREMENT PLAN. We maintain a retirement plan for non-employee directors. The plan provides 10 years of annual benefits to directors with five or more years of service. The benefits commence following the later of a director reaching age 65 or after a director has retired from the Board. The annual benefit is equal to the director's years of service, multiplied by 5%, multiplied by the final annual retainer paid to the director at the time of retirement. In the event of the death of the director prior to receipt of all benefits, the payments continue to the director's beneficiary or estate.

DIRECTORS RESTRICTED STOCK PLAN. We also maintain the 2004 Director Restricted Stock Plan (2004 Directors Plan). The 2004 Directors Plan provides the non-employee members of the Board of Directors with the opportunity to forego some or all of their annual cash retainer and meeting fees in exchange for shares of Valley restricted stock granted at 75% of the market value at the date of grant. The discount recognizes the exchange of immediate cash fees for a five year deferral or until retirement, death, disability, the participant's inability to stand for re-election due to age restrictions, or the participant's failure to be re-elected after standing for re-election, and if there is a change-in-control prior to the vesting date. There were 101,470 shares outstanding under this plan as of December 31, 2011.

Table of Contents

**STOCK OWNERSHIP OF MANAGEMENT
AND PRINCIPAL SHAREHOLDERS**

STOCK OWNERSHIP OF DIRECTORS AND EXECUTIVE OFFICERS. The following table contains information about the beneficial ownership of our common stock at December 31, 2011 by each director, by each of our executive officer for whom individual information is required to be set forth in this proxy statement under rules of the SEC, and by directors and all executive officers as a group.

Name of Beneficial Owner	Number of Shares Beneficially Owned (1)	Percent of Class (2)
Directors and Named Executive Officers:		
Andrew B. Abramson	295,209 (3)	0.17%
Peter J. Baum	37,285 (4)	0.02
Pamela R. Bronander	50,775 (5)	0.03
Peter Crocitto	349,674 (6)	0.20
Eric P. Edelstein	25,132 (7)	0.01
Albert L. Engel	181,533 (8)	0.11
Alan D. Eskow	271,745 (9)	0.16
Mary J. Steele Guilfoile	427,581 (10)	0.25
Graham O. Jones	933,069 (11)	0.54
Walter H. Jones, III	1,526,103	0.88
Gerald Korde	2,218,239 (12)	1.28
Michael L. LaRusso	33,786 (13)	0.02
Marc J. Lenner	125,570 (14)	0.07
Gerald H. Lipkin	722,709 (15)	0.42
Robinson Markel	485,864 (16)	0.28
Robert M. Meyer	281,108 (17)	0.16
Richard S. Miller	116,107 (18)	0.07
Barnett Rukin	105,540 (19)	0.06
Suresh L. Sani	55,586 (20)	0.03
Robert C. Soldoveri	364,042 (21)	0.21
Jeffrey S. Wilks	619,204 (22)	0.36
Directors and Executive Officers as a group (34 persons)	10,523,965 (23)	6.09

- (1) Beneficially owned shares include shares over which the named person exercises either sole or shared voting power or sole or shared investment power. It also includes shares owned (i) by a spouse, minor children or by relatives sharing the same home, (ii) by entities owned or controlled by the named person, and (iii) by other persons if the named person has the right to acquire such shares within 60 days by the exercise of any right or option. Unless otherwise noted, all shares are owned of record and beneficially by the named person.
- (2) The number of shares of our common stock used in calculating the percentage of the class owned includes 170,174,314 shares of our common stock outstanding as of December 31, 2011. The table also includes 2,641,492 shares purchasable pursuant to stock options or warrants for our shares that were exercisable within 60 days of December 31, 2011.*
- (3) This total includes 10,358 shares held by Mr. Abramson's wife, 38,905 shares held by his wife in trust for his children, 9 shares held by a family trust of which Mr. Abramson is a trustee, 11,575 shares held by a family foundation, 77,435 shares held by a trust of which Mr. Abramson is a trustee, 3,498 shares held by a family fund trust, 9,596 shares held in self-directed IRA Plans of which Mr. Abramson and his wife are beneficiaries, 5,975 shares of Mr. Abramson's mother of which he has the authority to execute trades and 25,993 restricted shares pursuant to the director restricted stock plan; and of this total 14,089 shares were pledged as security. Mr. Abramson disclaims beneficial ownership of shares held by his wife; his mother; and shares held for his children.
- (4) This total includes 5,858 shares held by Mr. Baum's children of which Mr. Baum is the trustee.
- (5) This total includes 722 shares held in custody for Ms. Bronander's children, 4,242 shares held by Ms. Bronander's children, 25,891 restricted shares pursuant to the director restricted stock plan; and of this total, 9,978 shares were pledged as security.
- (6) This total includes 38,117 shares held by Mr. Crocitto's wife, 3,717 shares held in Mr. Crocitto's KSOP, 5,799 shares held by Mr. Crocitto as custodian for his child, 2,861 shares held by Mr. Crocitto's children, 20,838 restricted shares, and 114,395 shares purchasable pursuant to stock options exercisable within 60 days of December 31, 2011, but not the 19,546 shares potentially available in the future by exercise of his stock options not exercisable within 60 days of December 31, 2011*.
- (7) This total includes 2,876 restricted shares pursuant to the director restricted stock plan.

Edgar Filing: AMERICAN SUPERCONDUCTOR CORP /DE/ - Form S-8

- (8) This total includes 3,686 shares held in Mr. Engel's KSOP, 12,667 restricted shares and 82,855 shares purchasable pursuant to stock options exercisable within 60 days of December 31, 2011, but not the 13,996 shares potentially available in the future by exercise of his stock options not exercisable within 60 days of December 31, 2011*; and of this total, 10,500 shares were pledged as security.

Table of Contents

- (9) This total includes 49,330 shares held by Mr. Eskow s wife, 3,909 shares held in Mr. Eskow s KSOP, 10,075 shares held in his Roth IRA, 1,098 shares held in his IRA, 3,606 shares held jointly with his wife, 1,056 shares in an IRA held by his wife, 20,838 restricted shares and 108,859 shares purchasable pursuant to stock options exercisable within 60 days of December 31, 2011*, but not the 19,546 shares potentially available in the future by exercise of his stock options not exercisable within 60 days of December 31, 2011.
- (10) This total includes 192,008 shares held by Ms. Guilfoile s spouse and 25,853 restricted shares pursuant to the director restricted stock plan.
- (11) This total includes 16,170 shares owned by trusts for the benefit of Mr. G. Jones children of which his wife is co-trustee; and of this total, 905,466 shares were pledged as security.
- (12) This total includes 68,699 shares held jointly with Mr. Korde s wife, 326,379 shares held in the name of Mr. Korde s wife, 850,812 shares held by his wife as custodian for his children, 300,360 shares held by a trust of which Mr. Korde is a trustee and 120,418 shares held in Mr. Korde s self-directed IRA.
- (13) This total includes 13,816 shares held jointly with Mr. LaRusso s wife and 13,027 restricted shares pursuant to the director restricted stock plan.
- (14) This total includes 12,730 shares held in a retirement pension, 418 shares held by Mr. Lenner s wife, 20,396 shares held by his children, 63,248 shares held by a trust of which Mr. Lenner is 50% trustee (Mr. Lenner is an indirect beneficiary of only 25% of the trust and disclaims any pecuniary interest in the ownership of the other portion of the trust), and 13,541 shares held by a charitable foundation.
- (15) This total includes 204,575 shares held in the name of Mr. Lipkin s wife, 147 shares held jointly with his wife, 61,161 shares held in a Roth IRA, 40 shares held in his KSOP, and 13,265 shares held by a family charitable foundation of which Mr. Lipkin is a co-trustee. This total also includes Mr. Lipkin s 47,471 restricted shares and 225,686 shares purchasable pursuant to stock options exercisable within 60 days of December 31, 2011*, but not the 36,527 shares potentially available in the future by exercise of his stock options not exercisable within 60 days of December 31, 2011.
- (16) This total includes 5,406 shares owned by Mr. Markel s wife, 38,029 shares held by his wife in trust for his children, 89,456 shares owned by Mr. Markel in his self-directed IRA and 246,817 shares owned by his sister, which Mr. Markel has power to vote. Mr. Markel disclaims beneficial ownership of the shares held by his wife, the shares held by his wife in trust for his children and shares owned by his sister.
- (17) This total includes Mr. Meyer s 13,382 restricted shares, 124,243 shares held jointly with his wife, 3,717 shares held in his KSOP and 111,891 shares purchasable pursuant to stock options exercisable within 60 days of December 31, 2011, but not the 14,464 shares potentially available in the future by exercise of his stock options not exercisable within 60 days of December 31, 2011*; and of this total, 152,118 shares were pledged as security.
- (18) This total includes 37,348 shares held in Mr. Miller s self-directed IRA, 40,619 shares held jointly with his wife, 2,592 shares held by a corporation for which Mr. Miller is a 20% shareholder, and 9,144 shares held by his wife, and 1,966 shares of warrants exercisable within 60 days of December 31, 2011. Mr. Miller disclaims beneficial ownership of the 9,144 shares held by his wife, and all shares held by the corporation except for the 20% or 518 of such shares.
- (19) This total includes 26,365 shares held by Mr. Rukin s wife, as custodian and Mr. Rukin, as trustee, in various accounts for their children, 12,023 shares held by a private foundation of which Mr. Rukin is an officer and 7,830 restricted shares pursuant to the director stock plan. Mr. Rukin disclaims beneficial ownership of the shares held by his wife, shares held by his wife as custodian for their children, and shares held by a private foundation.
- (20) This total includes 5,436 shares held in Mr. Sani s Keogh Plan, 5,436 shares held in trusts for benefit of his children, and 42,284 shares held in pension trusts of which Mr. Sani is co-trustee.
- (21) This total includes 148,416 shares held by a foundation of which Mr. Soldoveri is a trustee, 637 shares of warrants exercisable within 60 days of December 31, 2011.
- (22) This total includes 68,491 shares held by Mr. Wilks wife, 9,434 shares held by his wife in trust for one of their children, 2,493 shares held jointly with his wife for a family foundation, 19,078 shares as trustee for the benefit of their children, 11,242 shares as trustee for the benefit of his wife, 396,507 shares held by the estates of his mother and father-in-law, of which Mr. Wilk s wife is 50% beneficiary and is one of three executors, and 87,457 shares held in the name of his mother and father-in-law which are being transferred to the respective estates. Mr. Wilks disclaims beneficial ownership of the other 50% of shares held by his mother and father-in-law s estates.
- (23) This total includes 1,298,104 shares owned by 13 executive officers who are not directors or named executive officers, which total includes 18,511 shares in KSOP and/or IRA, 56,665 indirect shares, 49,719 restricted shares, and 441,854 shares purchasable pursuant to stock options exercisable within 60 days of December 31, 2011, but not the 42,830 shares potentially available in the future by exercise of their stock options not exercisable within 60 days of December 31, 2011*. The total does not include shares held by the Bank s trust department.

* All exercisable options outstanding have exercise prices that are higher than Valley s market price at December 30, 2011 of \$12.37. See the Outstanding Equity Awards table below for each of the NEO s outstanding awards; and as of the record date of February 21, 2012, all exercisable options outstanding have exercise prices that are higher than Valley s market price of \$12.50, except for the November 15, 2010 options.

PRINCIPAL SHAREHOLDERS. The following table contains information about the beneficial ownership at December 31, 2011 by persons or groups that beneficially owns 5% or more of our common stock.

Name and Address	Number of Shares Beneficially Owned	Percent of Class (1)
BlackRock, Inc. (2) 40 East 52nd Street, New York, NY 10022	13,164,867	7.74%

Edgar Filing: AMERICAN SUPERCONDUCTOR CORP /DE/ - Form S-8

- (1) The number of shares of our common stock used in calculating the percentage of the class owned includes 170,174,314 shares of our common stock outstanding as of December 31, 2011.
- (2) Based on a Schedule 13G/A Information Statement filed February 10, 2012 by BlackRock, Inc. The Schedule 13G/A discloses that BlackRock has sole voting power and sole dispositive power as to 13,164,867 shares.

Table of Contents

EXECUTIVE COMPENSATION

COMPENSATION DISCUSSION AND ANALYSIS (CD&A)

COMPENSATION COMMITTEE REPORT AND CERTIFICATION

The Compensation and Human Resources Committee (the Committee) has reviewed and discussed the following Compensation Discussion and Analysis with management and, based on that review and those discussions, it has recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this Proxy Statement.

Gerald Korde, Committee Chairman

Eric P. Edelstein, Vice Chairman

Robinson Markel, Vice Chairman

Andrew B. Abramson

Michael LaRusso

Barnett Rukin

Suresh L. Sani

OUR NAMED EXECUTIVE OFFICERS (NEOs)

Our NEOs during 2011 were:

Gerald H. Lipkin, Chairman of the Board, President and Chief Executive Officer;

Alan D. Eskow, Director, Senior Executive Vice President, Chief Financial Officer and Corporate Secretary;

Peter Crocitto, Director, Senior Executive Vice President and Chief Operating Officer;

Albert L. Engel, Executive Vice President; and

Robert M. Meyer, Executive Vice President

OUR COMPENSATION AND HUMAN RESOURCES COMMITTEE

AND OUR PROCESS FOR DETERMINING EXECUTIVE COMPENSATION

The Committee discharges the duties of our Board of Directors that concern compensation of our NEOs and other executive officers. The Committee's functions are set out in its charter, which has been approved by the Board. None of the Committee members is an NEO, and all of them are independent as that term is defined under the rules of the New York Stock Exchange and the NASDAQ Stock Market.

The Committee met five times in 2011. Our CEO attends all meetings (except those portions of the meeting that relate to his compensation) at the Committee's invitation, to provide information about other NEOs and other executive officers' compensation and to assist the Committee in

evaluating NEO officer job performance.

Our compensation process begins with the Committee meeting one or two times in the first quarter of each year, after our financial results for the preceding year become available. In 2011, two meetings were held, one in February and one in March. Taking into account the financial results, the Committee fixes awards under our 2010 Executive Incentive Plan (EIP) for each NEO for the prior year. The Committee also fixes the method of determining the current-year EIP pool and the allocation of the pool among the five NEOs. During these meetings, the Committee also reviews and accepts the personal goals for the current year proposed by each of the NEOs, including our Chairman, President and CEO, Mr. Lipkin, and compares the NEO goals undertaken at the prior year's first-quarter meeting.

The Committee's next meeting takes place at or near the end of the second quarter. In 2011, this meeting took place in June. The Committee's compensation consultant typically attends this meeting, which is mainly devoted to a survey of regulatory developments and their impact on executive compensation. The composition of our peer group is also reviewed at this time with the consultant, to determine whether any changes are appropriate. Upon receipt of the consultant's peer group data, the Committee requests Valley's Human Resources Department to prepare, for the Committee's review, various charts with compensation alternatives that are within the parameters of the peer group's compensation in relation to Valley's performance.

Table of Contents

The Committee's next meeting typically takes place at or near the beginning of the third quarter. In 2011, this meeting was held in October. At that time, the Committee determined to change from using a customized peer group developed by its compensation consultant and approved by the Committee, to using the KBW Regional Banking Index (KRX) (See Peer Group Considerations below). The compensation charts requested by the Committee at the prior meeting are submitted to, and reviewed by, the Committee at this meeting. The charts include a range of compensation levels for each of Valley's NEOs, including Mr. Lipkin, and include:

Base salary for the current year and each of the two preceding years;

Non-equity award for each of the two preceding years;

Equity awards for each of the two preceding years; and

CEO's recommendations for salary adjustments for the coming year, cash incentive compensation and incentive stock awards for the current year for NEOs, excluding the CEO.

In October, the outside consultant gave a presentation to the Committee on executive compensation, peer group analysis and compensation best practices. He discussed the proposed change from a customized peer group previously used to a peer group consisting of the KBW Regional Bank Index. The consultant provided the most recent data available to review this new peer group. The Committee set formal target bonuses for each executive using a payout range from 0% to 200% of the individual's target.

At the final Committee meeting in November 2011, the Committee discussed Valley's performance measures including a discussion of Valley's operating results for the first 10 months of 2011 and a comparison of those results to the 10 month budget. A review of executive compensation materials provided by the consultant regarding all aspects of performance at the executive level was conducted.

In February 2012, the Committee met to review the final financial results for 2011 and to fix awards on non-equity compensation, stock awards and salary reviews. The Committee compared each NEO's individual 2011 goals to actual results in conjunction with making such awards. During the meeting Mr. Lipkin discussed his, the other NEO's and the Company performance with the Committee. The Committee then discussed Mr. Lipkin's and the other NEO's goals, achievements and proposed compensation of the other NEO's. Mr. Lipkin verbally provided the Committee with his recommendations for each NEO's compensation other than his own. The Committee reviewed all data and determined how to structure the awards between short term and long term compensation. The data reviewed included charts showing a comparison of each NEO's base salary, total cash compensation including non-equity compensation and total direct compensation including stock awards to the peer group. The data also compared pay by peer group with percentile ranking similar in terms to Valley's financial results and other metrics to the peer group. This data allowed the Committee to determine whether compensation and results are within the range of acceptable percentiles.

Mr. Lipkin left the meeting when discussions involved his compensation.

The Committee met privately and in its sole discretion considered the ranges of compensation for Mr. Lipkin and the other NEO's, and Mr. Lipkin's recommendation for each NEO's compensation other than his own, and set compensation at levels that the Committee determined to be appropriate.

Mr. Lipkin had no role, directly or indirectly, in determining his own compensation except as previously disclosed.

Since 2006, the Committee has engaged the services of compensation consulting firm Frederic W. Cook & Co., Inc. (F.W. Cook) to assist it in compensation decisions and related matters such as peer group considerations. One of that firm's consultants attended two Committee meetings in 2011. F.W. Cook renders no other consulting or other services to the Company.

PEER GROUP CONSIDERATIONS

As described elsewhere in this Compensation, Disclosure and Analysis, in setting compensation for our NEOs, we compare total compensation, each compensation element, and Valley's financial performance to a peer group. Prior to 2011 we used a custom peer group consisting of companies chosen by the Committee with input from F.W. Cook. We currently use the KBW Regional Banking Index (KRX), consisting of

ourselves and 49 other regional banks which we believe are generally comparable to Valley in size, revenue and market capitalization.

Table of Contents

Appendix A, on page 49 lists all financial institutions in the KRX index, showing the revenue, net income, total assets and market capitalization of each as of December 31, 2010.

Peer group comparisons are used by the Committee to evaluate salaries and bonuses paid by the other financial institutions in our peer group. The Committee compares the salaries and non-equity incentive compensation we pay to our NEOs with the same compensation elements paid to executives of the peer group companies available from public data. The Committee also refers to the peer group information when considering the CEO's recommendations for NEO salaries and awards under the EIP.

We make peer group comparisons of salaries and incentive compensation (both cash awards and equity awards) so we can avoid situations in which our NEOs are substantially over- or under-compensated in comparison to our peer group. The Committee does not seek to maintain NEO compensation at any precise percentile. Rather, the peer group compensation information is used as a competitive reference point, not as a specific benchmark or to target a specific percentile of the market. Instead, the Committee reviews peer group compensation (both total compensation and individual components) to determine whether our NEO compensation lies somewhere between the 25th and the 75th percentile of the peer group. We expect our NEOs to demonstrate a continuing performance level that is equal to or better than our peers, and we use peer group performance as another factor to compare, not govern, our performance-based compensation.

As indicated, the change to the KRX was made in 2011 and in transitioning to using this new peer group the Committee made certain adjustments to executive compensation in order to maintain its policy of setting NEO compensation between the 25th to 75th percentiles of the peer group. As can be seen on Appendix A, Valley is one of the larger financial institutions in the KRX both in terms of assets size and market capitalization. The following table shows a graphic presentation of Appendix A and also compares each NEO's total cash compensation and total compensation against the NEO compensation of KRX companies. All data in the table is for the year ended December 31, 2010 as data for the year ended December 31, 2011 was not available to the Committee at the time compensation determinations were made.

Table 1. Valley National Bancorp Size Comparison to Peers

- (1) Before extraordinary items and discontinued operations
- (2) Market capitalization is as of 12/31/2010

Table of Contents

Table 2 below presents Valley's performance relative to the KRX (as of December 31, 2010) with respect to various financial measures (over both a one year and three year period) which the Committee believes shows the relative financial performance of Valley compared to the peer group.

Table 2. Valley National Bancorp Performance Relative to Peers

- (1) 3-year performance represents an average of the last three years
- (2) Cumulative compound annual growth rate
- (3) Before extraordinary items and discontinued operations; 3-year performance represents cumulative compound annual growth rate
- (4) As of 12/31/10; 3-year performance represents compound annual growth rate

Table 3 below compares the cumulative total return on a hypothetical \$100 investment made on December 31, 2006 in Valley's common stock and the KRX index, (as reported on the performance graph on page 34 of our 2011 Annual Report on Form 10-K.)

The table is calculated assuming that all dividends are reinvested during the relevant periods. The table shows how a \$100 investment would increase or decrease in value over time based on dividends (stock or cash) and increases or decreases in the market price of the stock.

Table 3. Return on Valley Common Stock Relative to Peers

	12/06	12/07	12/08	12/09	12/10	12/11
KBW 50 (KRX)	\$ 100.00	\$ 78.05	\$ 63.56	\$ 49.53	\$ 59.63	\$ 56.55
Valley	\$ 100.00	\$ 78.43	\$ 91.32	\$ 71.17	\$ 79.64	\$ 76.46

The Committee believes that Valley's overall financial performance compared favorably to its peer group. In particular, return on average equity was in excess of the 75th percentile for both one year and three year periods, and return on average assets and Valley's overall percentage rank was well in excess of the 50th percentile. The Committee believes that its NEOs' total direct compensation is appropriate in relation to the peer group based on its relative financial performance. However, three of the five NEOs received cash compensation in excess of the 75th percentile. This was one of the factors the Committee used to make the determination to award a greater percentage of equity awards than cash awards under the EIP in 2011 and to maintain current 2011 base salaries for 2012. (See *Base Salaries* and *EIP Awards* below).

OUR COMPENSATION PHILOSOPHY

We believe that Valley's executive compensation should be structured so as not to encourage the taking by management of unreasonable or unnecessary business risks, and that the period over which incentive compensation is obtained should be more closely aligned with the risk horizon discussed below.

To address these concerns, we have put in place a number of measures intended to avoid encouraging risks:

Our hold-past-termination policy for all stock-based awards (restricted stock awards, and stock issued upon the exercise of stock options) granted since the April 2009 adoption of our 2009 Long-Term Stock Incentive Plan. The policy applies to all unvested NEO award shares the vesting of which is accelerated as the result of an NEO's retirement, and requires the departing NEO to hold 50% of those shares for at least 18 months after termination of employment with us. We adopted this policy to better align the long-term interests of our NEOs with those of our shareholders, because we expect it to induce a longer-term focus by NEOs on the safety and well-being of our institution over a substantial period beyond the time when they lose the ability to influence its operations;

Table of Contents

Our clawback policy that allows us to recover cash and stock incentive payments awarded after the policy's adoption if our Committee determines that any award, made within three years prior to the Committee's determination, was based on materially inaccurate financial statement information that resulted in a restatement of our financial statements, or on a fraudulent, willful or grossly negligent misrepresentation by the award recipient;

The extended two-year payout schedule for cash awards under our EIP, to more closely align those awards with the risk horizon, which is the estimated time needed to see if the risk taken has produced the intended beneficial result. If expected results are not achieved, the incentive compensation can be reduced or eliminated; and

Elimination of the formula-based method we previously used to determine EIP awards and implementation of a new determination method based on the application of quantitative and qualitative reviews of executive performance by our Committee. We concluded that the formula-based method, which relied principally on the prior year's earnings per share, could encourage unnecessary business risks taken to increase earnings and consequently increase the amount of awards.

OUR COMPENSATION ELEMENTS

Our three categories of NEO compensation elements are: performance-based, non-performance based, and post-employment compensation. Performance-based compensation elements are base salary, awards under the EIP and awards under our Long-Term Stock Incentive Plan. Non-performance based compensation elements are other benefits and perquisites. Post-employment compensation elements are pension, severance and change in control benefits. Table 4 below lists the performance-based compensation elements and pension benefits we provide to our NEOs, and the reason we provide them.

Table 4. Compensation Elements

Compensation Element	Why We Provide It
Base Salary	To fairly compensate NEOs for their contribution to the day-to-day management of the Company's business operations.
Executive Incentive Plan Awards	To incentivize performance in the short-term (1 year.)
Long-Term Stock Incentive Plan Award	To align executive performance in the longer term (3 to 5 years) with the interests of shareholders.
Pension Benefit	To retain key employees by providing post-retirement income.
Change in Control Agreement	To retain key employees by offering assurance that income will not immediately suffer should we be acquired by another organization and should the employee not be offered at least three years employment following that event.
Severance	To retain key employees by offering assurance that their income will not immediately suffer if employment terminates.
Perquisites	To assist in performance of employment-related tasks.

PERFORMANCE-BASED COMPENSATION ELEMENTS

BASE SALARIES. Base salaries are determined by an evaluation of individual NEO performance and the individual's contribution to our overall performance, as well as the individual's compensation history. Base salaries are paid in order to fairly compensate our key executives for their day-to-day efforts in managing our business activities.

The salary we pay to our CEO is higher than the average salary paid to the other NEOs. This reflects his substantially higher level of executive responsibility for our operations, and also the Committee's satisfaction with our results of operations under his guidance. It reflects also the duration of his tenure in office: Mr. Lipkin has been Chairman of our Board of Directors and CEO since 1989, and our President since 1996. He has had major responsibility for our overall operations for over twenty years, and during that period has guided us through many acquisitions of other financial institutions, and a very substantial expansion of our business and service area, all of which has resulted in an increase in shareholder value.

Table of Contents

EIP AWARDS. The EIP, which was approved by our shareholders at the 2010 Annual Meeting of Shareholders, provides for discretionary awards, payable in cash, in stock-based awards under our Long-Term Stock Incentive Plan (LTSIP), or a combination of cash and stock-based awards, from a pool equal to 5% of our net income before income taxes. Allocations of awards under the EIP among the NEOs from the 5% pool (discussed below) are made by the Committee within the first 90 days of each calendar year. Also, at that time, the range of target cash awards are determined by the Committee and general guidelines for the grant of stock-based awards are discussed. In 2010, we moved away from our former practice of fixing EIP awards according to a formula, the most significant element of which was our per-share earnings for the plan year. We believe that the use of a single-year earnings-related formula could be seen as encouraging the taking of unnecessary risks in order to increase per-share earnings and resulting EIP awards. Instead of using a formula, we now set EIP awards based on the same expanded set of criteria as we use for base salary determinations. This process relates to the Committee's exercise of discretion to award less than the entire amount of the 5% pool as permitted by the EIP.

We make EIP awards to our NEOs in order to:

Incentivize performance over the short term (one year); and

Mitigate risk.

Under the EIP, we pay the initial 50% portion of cash EIP awards in February, based on of the previous year's final audited results of operations. The 50% balance is paid in eight equal quarterly installments, to allow time to evaluate the longer-term results of NEO business decisions before completing payment of cash awards. Restricted stock awards are granted in February, and shares vest over a period of time as determined by the Committee.

LONG-TERM STOCK INCENTIVE PLAN AWARDS (LTSIP). The purpose of long-term incentive stock awards is to give our NEOs and other employees a stake in our business aligned with the interests of our common shareholders. We believe this encourages our NEOs to improve our operating results and to structure a relationship between management objectives and long-term shareholder interests, all of which we expect will result in increased shareholder value and in long-term growth of our organization.

Generally, all awards we make are either incentive stock options or restricted stock awards. LTSIP incentive stock option and restricted stock awards are determined by an evaluation of individual NEO performance and the individual's contribution to our overall performance. Stock option grants and restricted stock awards are subject to our clawback and hold-past-termination policies, both described above.

We set the exercise price of incentive stock options using the closing market price of our common stock as quoted on the NYSE on the date prior to the date that the awards are approved. All Committee meeting dates are set months in advance to prevent the selective timing of grants.

NON-PERFORMANCE BASED COMPENSATION ELEMENTS

PENSION BENEFITS. Our NEOs may participate in two pension plans, a tax-qualified plan and a non-tax qualified plan. We believe that pension benefits are an integral part of NEO compensation. We provide these benefits in order to make available to the recipients an income stream that will assist in meeting post-retirement expenses.

Our defined-benefit tax-qualified pension plan covers all eligible employees, including NEOs. The plan was closed to new participants beginning July 1, 2011. Benefits under that plan are based upon a percentage of the highest average annual compensation. The average represents the employee's five highest years of base pay included in the past ten years, not counting the year of termination.

NEOs also may participate in a supplemental, non-tax qualified pension plan, known as the Benefit Equalization Plan or BEP. The BEP was adopted January 1, 1989. Generally, each NEO who participates in the tax-qualified plan described above, and whose annual compensation exceeds the maximum amount (\$245,000 in both 2010 and 2011) that can be recognized in calculating benefits under a tax-qualified plan, is eligible to become a BEP participant. Actual participation is determined by the Committee in its discretion. Currently, the Committee has determined all of our NEOs to be BEP participants. BEP benefits are based on the five most highly-compensated years which, until a change made in December 2010, had to be consecutive. That requirement was deleted in order to eliminate the negative effect on income (and consequently on BEP benefits) that resulted during the years we participated in the TARP program and its prohibition of cash bonuses.

Table of Contents

Mr. Lipkin's benefit under the above plans is subject to a minimum guarantee. The guaranteed amount is \$600,000 per annum, reduced by any payments under the above plans on account of the same year. The application of the minimum guaranteed pension benefit is as follows:

The guaranteed minimum pension benefit to which Mr. Lipkin will be entitled is \$600,000 per annum, commencing on the date of his retirement and continuing for so long as he survives. Should the CEO survive past the tenth anniversary of retirement, and should his spouse survive him, she will thereafter be entitled to a benefit of \$400,000 per annum so long as she survives.

Should Mr. Lipkin not survive past the tenth anniversary of retirement and should his spouse survive him, she will be entitled to receive thereafter, so long as she survives, \$600,000 per annum through the tenth anniversary of his retirement and \$400,000 per annum thereafter.

Should neither Mr. Lipkin nor his spouse survive until the tenth anniversary of his retirement, the estate of the last-surviving of Mr. Lipkin and his spouse shall be entitled to receive a lump-sum payment equal to \$600,000 multiplied by the number of years (including fractional years) from the decease date of the last survivor to and including the tenth anniversary of his retirement. In case of a common disaster, the provision of his will relative to that contingency shall determine which spouse is deemed to survive the other.

Our NEOs are eligible to participate (as are all our employees who meet service requirements under the several plans) in their selection of components of the benefit package listed below:

401(k) plan. We match individual plan contributions for participating employees, including NEOs, on a dollar-for-dollar basis, up to 2% of annual salary (limited to the maximum amount of salary that can be taken into account under a tax-qualified plan, which was \$245,000 in 2011); new employees, effective July 1, 2011 who participate in the plan will receive a matching contribution from us of up to 100% of the first 2% of annual salary contributed, and up to 50% of further employee contributions up to a maximum of 8% of annual salary;

Medical and dental health insurance plans; and

Life insurance plan (benefit equal to two times annual salary) and long-term disability insurance plan.

The 401(k) plan and the medical and dental plans require a contributory amount to be paid by all participants. While no participant contribution is required for the life insurance plan, we do include the cost of those benefits that exceed \$50,000 in a participant's reported income to the Internal Revenue Service. We provide a long-term disability insurance plan under which we pay the insurance premiums. In some cases, NEOs and other participants have requested, and been permitted, to pay the premiums themselves, so that any benefits paid upon disability would not be taxable to the participant.

We believe that the several insurance plans we offer are important components of our comprehensive benefit package, which should induce employees to remain with us. We believe that a 401(k) plan induces our employees to save for future retirement needs, and we encourage this by matching individual plan contributions as described above, by participating employees.

PERQUISITES. We provide limited perquisites to our NEOs. We offer them the use of a company-owned automobile primarily for business use. The automobile facilitates NEO travel between our offices, to business meetings with customers and vendors and to investor presentations. NEOs may use the automobile for personal transportation. Personal use of the automobile results in taxable income to the NEO, and we include this in the amounts of income we report to the NEO and the Internal Revenue Service.

We also support and encourage our NEOs to hold a membership in a local country club (our CEO holds memberships in two clubs) for which we pay admission costs, dues and other business related expenses. We find that the club membership is an effective means of obtaining business as it allows NEOs to interact with present and prospective customers in a relaxed, informal environment. We require that any personal use of the country club facilities for golf or food be paid directly by the NEO. Because the club memberships are used at our expense only for business

entertainment, we do not include them as perquisites in our Summary Compensation Table.

POST-EMPLOYMENT COMPENSATION ELEMENTS

SEVERANCE AGREEMENTS. We have a written severance agreement with each of our NEOs. We have these severance agreements because each of them has accumulated many years of service as one of our executive officers, and we want them to

Table of Contents

continue in our service. We believe the assurance that their income will not immediately suffer if their employment were to terminate, helps retain them in our service.

While the severance agreements entitle our NEOs to payment of a year's salary, it is worth noting that our overall severance policy for officers at all levels provides for two weeks of severance pay for each completed year in our employ. This means that even a more junior officer who has been with us 26 years or longer receives the same severance payment (in terms of a year's salary as an NEO receives under his or her severance agreement. The NEO severance agreements therefore represent, in most cases, only a modest increase in severance pay over what the NEO would have received under the general officer severance policy, since most of our NEOs have been with us for a substantial number of years.

CHANGE IN CONTROL AGREEMENTS. We have a written change in control agreement with each of our NEOs. Each agreement provides for a lump sum payment and other benefits if two triggering events take place. These triggering events are, first, a change in control, and second, a termination of the NEO's employment before the third anniversary of the change in control. To entitle the departing NEO to the lump sum payment, the employment termination has to be either (i) by us without cause, or (ii) by the NEO for good reason, so there is no payment if we terminate the NEO for cause, or the NEO resigns without good reason. Cause and good reason are terms defined in each agreement. The lump sum payment is equal to three times the highest annual combined salary and non-equity portion of any EIP award the NEO received in the three years before the change in control.

The change in control agreements with our NEOs were originally entered into prior to March 2004 and require that we make a gross-up payment to reimburse any NEO for excise taxes payable on the lump sum. We are aware of a mounting level of criticism of these gross-ups as excessive, and we have eliminated the gross-up provision from change in control agreements entered into since March 2004. However, we have grandfathered those provisions in pre-March 2004 change in control agreements and they will continue to be applicable to the NEOs who signed those agreements, for the reasons set forth below.

We did not enter into any new change in control agreements with an NEO in 2011. We did not amend any NEO change in control agreements in 2011, other than an amendment to existing agreements with NEOs that redefined Compensation to include all cash awards in a given year, regardless of when paid out, but excluded any award that has been clawed back in accordance with our claw-back policy (described above under Our Compensation Philosophy.)

We believed at the time the pre-March 2004 grandfathered arrangements were entered into that the reason for the lump sum payment, (retention of key employees after announcement of a change in control, as explained in the third paragraph below,) extended also to the principle that our NEOs are entitled to the full benefit of the lump sum, without having it effectively reduced by the payment of excise taxes. In other words, these payments are only intended to put NEOs who receive them in the same after-tax position as they would have been had they received severance payments for reasons other than a change in control. They are not intended to, and they do not, act as reimbursement of normal income taxes.

The second triggering event, the NEO's termination of employment by us without cause, or by the NEO for good reason, was selected because the NEO becomes entitled to substantial compensation if both triggers happen, and should be not entitled to it if he or she was terminated for cause, or voluntarily quit without good reason.

Also, under the terms of our Long-Term Stock Incentive Plan, occurrence of a change in control results in immediate acceleration of vesting and exercisability of unvested stock options, and accelerated vesting of restricted stock awards, even if termination of employment has not occurred. This single trigger acceleration of vesting assures the NEOs that all their stock-based awards will be available to them despite a subsequent termination of their employment without cause or attempt by new management to force them to quit, either of which would otherwise result in forfeiture of unvested options.

The banking industry has seen a great deal of consolidation over the past several years. We think it appropriate to provide senior-level employees some assurance that, were we to engage in a business combination with another institution, their job-related income would not be at risk. We believe that the change in control agreements with our NEOs give us greater assurance that these key individuals will not terminate their employment with us out of concern for their financial security, after a change in control transaction is announced, or out of concern that we might be viewed as a target for one.

The substantially increased benefit we give our NEOs in the event of a change in control, compared with the benefit under our severance agreements is our effort to deal with our NEOs' concerns about their immediate future plans if a change in control takes place. We think that the security of knowing they will receive a substantial lump sum payment if their employment is terminated following a change in control will result in their job performance being unaffected by that change.

Edgar Filing: AMERICAN SUPERCONDUCTOR CORP /DE/ - Form S-8

The terms of the severance agreements and change in control agreements are described more fully in this Proxy Statement under Other Potential Post-Employment Payments.

Table of Contents**COMPENSATION DETAILS****PERFORMANCE-BASED COMPENSATION ELEMENTS**

BASE SALARIES. Our NEOs had received base salary increases in January 2010, under the compensation plan we adopted while we were still subject to restrictions on compensation imposed by the U.S. Treasury's Troubled Asset Relief Program (TARP). The TARP restrictions did not permit cash bonuses, so the only way to avoid steep reductions in cash compensation was to increase base salaries. These increases remained in effect after the Company repaid its TARP financing and exited the TARP program.

The Committee recommended base salary increases for our NEOs in 2011, in view of their contribution to our performance. Those increases rewarded the successful efforts of our senior management in maintaining our financial stability and navigating us through the most severe economic downturn since the 1930s while remaining profitable, making it possible for us to continue our regular dividend payments to our common shareholders. The recommended increases ranged from approximately 3% to 8% of 2010 base salaries. Table 5 below shows 2010 and 2011 NEO base salaries and percentage increases for 2011.

For Mr. Lipkin, the Committee determined to increase his base salary in 2011 by approximately 7% over 2010.

The Committee believes that Mr. Lipkin was deserving of a substantial increase in base salary and total compensation in 2011 despite the fact that the Company's financial performance for the year did not meet the Company's long term financial objectives, including reductions in net loans, deposits and assets in 2010. The factors that were considered by the Committee in making this determination were:

The substantial decrease (44%) in total compensation experienced by Mr. Lipkin in 2009 as compared to 2008;

The dramatic increase in the complexity of the Company's business as a result of the economic environment and increase in regulatory burden recently experienced by financial institutions;

The financial success of the Company relative to many of its peers in 2010, notwithstanding that the Company's operating results for the year did not meet its long term financial objectives; and

The leadership that Mr. Lipkin demonstrated in guiding the Company through one of the most difficult economic times in recent history.

NEO base salaries for 2012 were unchanged from 2011. This decision reflected the Committee's determination that the NEO's cash compensation is above the percentile targeted relative to the peer group. See Peer Group Considerations above. Table 5 below shows NEO base salaries for 2010, 2011 and 2012 and the dollar and percentage increase from 2010 to 2011.

Table 5. NEO Base Salaries 2010, 2011 and 2012

Named Executive Officer	2010 Base Salary	Increase for 2011		2011 Base Salary	2012 Base Salary
		(\$)	(%)		
Gerald H. Lipkin	\$ 1,050,000	\$ 73,500	7.00%	\$ 1,123,500	\$ 1,123,500
Alan D. Eskow	505,000	40,750	8.07	545,750	545,750
Peter Crocitto	505,000	40,750	8.07	545,750	545,750
Albert L. Engel	425,000	15,000	3.53	440,000	440,000
Robert M. Meyer	450,000	15,000	3.33	465,000	465,000

EIP AWARDS. Under the EIP, Valley may pay incentive compensation to its NEOs in an aggregate amount equal to 5% of its net income for the calendar year with the exact amounts to be determined by the Committee. In March 2011, the Committee began the process of determining

awards under the EIP by:

Identifying the NEOs as the EIP participants; and

Allocating a share of the EIP pool to each participant, as shown in the first column of Table 6 below.

Table of Contents

At the same time as it allocated pool shares to the NEOs, the Committee established (i) cash award targets for our NEOs, expressed as percentages of their respective salaries, and (ii) a range from 0% to 200% of target for the actual cash award. For 2011, the Committee determined that the maximum sum of the NEOs' 2011 cash EIP award range would be no more than 25% of the EIP pool. The Committee further determined that additional awards could be made under the EIP in the form of restricted stock with a fair value equal to no more than the aggregate cash compensation paid to each NEO for 2011. Table 6 below shows the allocation of the 5% pool, the target cash awards for each NEO shown both as the percentage of base salary and on a numerical basis, and the range of potential EIP cash awards on a numerical basis.

Table 6. Cash Award Pool Allocation and Cash Award Targets

Named Executive Officer	Allocation of EIP Pool	2011/2012 Base Salary	EIP Target Cash Award as % of 2011/2012 Base Salary	EIP Target Cash Award (\$)	EIP Cash Award Range (0% - 200% of Target)
Gerald H. Lipkin	44%	\$1,123,500	50%	\$561,750	\$0 - \$1,123,500
Alan D. Eskow	17%	545,750	35%	191,013	0 - \$382,025
Peter Crocitto	17%	545,750	35%	191,013	0 - \$382,025
Albert L. Engel	11%	440,000	25%	110,000	0 - \$220,000
Robert M. Meyer	11%	465,000	25%	116,250	0 - \$232,500

100%

In February 2012, the Committee certified the amount of the 2011 pool of \$9,859,250, which the Committee confirmed was 5% of 2011 net income before taxes. Based on Valley's 2011 financial results and the 2011 goals accomplished by each NEO, the Committee granted cash awards to the NEOs. The Company's performance was substantially equal to our budget of EPS and net income for the full year. The NEOs overcame negative and often unexpected impacts to attain these results including an OTTI charge of \$19.1 million, low interest rates, increased regulatory costs affecting our operating results, a sluggish economy and increases in non-performing assets. The Committee concluded that the NEOs deserved an increase in the aggregate EIP awards due to the efforts of the NEOs in the face of these obstacles and in recognition of the fact that the NEOs were instrumental in the negotiation of the terms of the State Bancorp, Inc. acquisition, the related merger agreement, and performance of the many tasks required in order to complete the transaction. In light of the performance of our Company relative to the peer group, the financial results and achieved goals, as well as a comparison of NEO compensation to executive compensation of the KRX, the Committee awarded cash bonuses to the NEOs in the aggregate amount of \$815,280. This amount is 8.3% of the total 2011 EIP pool of \$9,859,250 and 70% of the aggregate target cash awards. Mr. Lipkin's cash award was \$410,000, or 9.5% of his maximum potential award and 73% of his target cash award.

The 2011 cash awards were lower than the cash awards for 2010. This resulted in part from the comparison of our NEOs' cash payments to new the peer group. To complete the EIP awards, the Committee used its discretion to pay a portion of the remaining allocation of the 2011 EIP pool to each NEO in the form of restricted stock, as discussed under "Long-Term Stock Incentive Plan Awards" below. The aggregate number of shares of restricted stock awarded to the NEOs was 176,949, with a fair value of \$2.2 million. Mr. Lipkin received 81,169 restricted shares with a fair value of \$1 million.

Table 7 below shows the 2012 cash and equity EIP awards for each NEO, as compared to the maximum EIP award permitted under the EIP for 2011.

Table 7. EIP Awards for 2011

Named Executive Officer	Maximum EIP Award	Cash Award Paid	Equity Award Paid	Total Award Paid
Gerald H. Lipkin	\$4,338,070	\$410,000	\$1,000,000	\$1,410,000
Alan D. Eskow	1,676,073	114,890	390,000	504,890
Peter Crocitto	1,676,073	114,890	390,000	504,890
Albert L. Engel	1,084,518	87,750	200,000	287,750
Robert M. Meyer	1,084,518	87,750	200,000	287,750
	\$ 9,859,250	\$ 815,280	\$ 2,180,000	\$ 2,995,280

Edgar Filing: AMERICAN SUPERCONDUCTOR CORP /DE/ - Form S-8

The aggregate total EIP award paid (both cash and equity) was \$2,995,280, or approximately 30% of the total maximum amount available for grant under the EIP. Mr. Lipkin received a total award of \$1,410,000, or approximately 33% of his maximum award under the EIP.

Table of Contents

The Committee determined that it would make awards under the EIP for 2011 which consist of a larger percentage of restricted stock and a smaller percentage of cash. The Committee made this determination based on its analysis that the amount of cash compensation paid to its NEOs is high relative to its peer group (including the observation that three NEOs' cash compensation exceeded the 75th percentile of the peer group in 2010) and that equity compensation paid by Valley is low in relation to its peer group. The Committee also believes that by placing a greater emphasis on restricted stock (which vests over time) it is more closely aligning NEO compensation with the interests of its shareholders, especially in light of Valley's hold-past termination and clawback policies.

Mr. Lipkin was allocated a higher share of the EIP pool than the other NEOs because the Committee believed it appropriate. Mr. Lipkin's award level reflected his substantially higher level of executive responsibility for our operations, the length of time he has served as CEO, and the Committee's satisfaction with our results of operations under his leadership.

In determining the actual cash and restricted stock awards paid from the EIP pool in 2011, and in evaluating NEO performance, the Committee did not take a formulaic approach, but rather based its decisions on a number of business-related criteria such as:

Application of quantitative and qualitative reviews of executive performance by our CEO and the Committee;

Valley's operating results in 2011 and prior years as indicated by per-share earnings and return on equity, and the contribution to those results by each of our NEOs;

Cash and equity-based awards to the NEOs of companies in our peer group with a goal that our NEO compensation ranks somewhere between the 25th and 75th percentiles of the peer group; and

Our evaluation of each NEO's management of business and other risks arising from the part of our operations for which he bears responsibility.

LONG-TERM STOCK INCENTIVE PLAN AWARDS (LTSIP). In February 2012 the Committee made equity-related awards to our NEOs under our long-term stock incentive plan and in accordance with the decisions made under the EIP. These awards consisted of shares of restricted stock. Restricted shares help to retain key employees, and tend to align economic interests of executives with those of shareholders.

The restricted shares were valued at fair market value on the date of the award, which was \$12.32 per share. Table 8 below shows the restricted share awards issued to our NEOs in 2012 under our long-term stock incentive plan. Restrictions on restricted stock awards lapse at the rate of 33% per year commencing with the first anniversary of the date of grant.

The Committee awarded an aggregate of 176,949 restricted shares for 2011 with a fair value of \$2,180,000. The Committee determined to award Mr. Lipkin 81,169 shares of restricted stock. The fair values of those shares for purposes of inclusion in the Summary Compensation Table is \$1,000,000. For a discussion of how the Committee determined Mr. Lipkin's total compensation and the allocation of such compensation between annual salary, cash awards and equity compensation please see the discussion under Base Salaries and EIP Awards above.

Table 8. 2011 NEO Long-Term Stock Incentive Plan Awards

Named Executive Officer	Restricted Stock Awarded (RSAs)	Value of RSA at \$12.32 Per Share	Incentive Stock Options (ISOs) Awarded
Gerald H. Lipkin	81,169	\$1,000,000	0
Alan D. Eskow	31,656	390,000	0
Peter Crocitto	31,656	390,000	0
Albert L. Engel	16,234	200,000	0
Robert M. Meyer	16,234	200,000	0

HOLD-PAST TERMINATION AND CLAWBACK POLICIES

Our hold-past termination policy applies to all unvested NEO award shares under the EIP and the Long-Term Stock Incentive Plan the vesting of which is accelerated as the result of an NEO's retirement. The policy requires the departing NEO to hold 50% of those shares for at least 18 months after termination of employment with us.

Table of Contents

Under our clawback policy, if an award granted under the EIP or Long-Term Stock Incentive Plan is later (within three years after the grant date) found by our Committee to have been based on materially inaccurate information that resulted in a material restatement of our financial statements, or on misrepresentation by the award recipient, we have instituted a clawback policy that will allow recapture of the award.

Our hold-past termination and clawback policies are described in more detail above under Our Compensation Philosophy.

SAY-ON-PAY VOTE AND SAY-ON-PAY FREQUENCY

SHAREHOLDER SAY-ON-PAY VOTES. We asked our shareholders for an advisory vote to approve our NEO compensation program at our Annual Meetings of Shareholders in 2009, 2010 and 2011. Holders of 82.25%, 90.38% and 92.47% of shares voted to approve our NEO compensation program in 2009, 2010 and 2011, respectively. Though non-binding, we have taken these voting results into account and determined to continue our present compensation policies in view of this strong support from our shareholders.

SHAREHOLDER SAY-ON-PAY VOTE FREQUENCY. At the 2011 Annual Meeting of Shareholders, we also asked our shareholders to approve the frequency of the Say-on-Pay vote just described. At such meeting an annual Say-on-Pay vote option was selected by holders of a plurality of shares voted. Though non-binding, we have taken these voting results into account, and accordingly the Company will continue to hold an annual advisory vote on executive compensation, at least until the next required Say-on-Pay Frequency vote, which will be at the Annual Meeting of Shareholders in 2017.

NEO MINIMUM STOCK OWNERSHIP. To better align the interests of our NEOs with those of our common shareholders, we require each NEO to own a minimum number of shares of our common stock at all times while holding executive office. Table 9 below shows the minimum holdings required of each NEO. The minimum amounts were determined by the Committee based on the number of shares it considered appropriate in its discretion for the executive levels of our NEOs.

If an NEO is promoted and owns fewer than the minimum number of shares required for his or her new position, the Committee is authorized to fix the time by which any required increase in the NEO's share ownership must take place. Each NEO already owns a substantial number of shares in excess of the Table 9 minimums.

Table 9. NEO Minimum Stock Ownership Requirements

Title (Name)	Minimum Required Common Stock Ownership*
CEO (Mr. Lipkin)	200,000 Shares
Senior EVP (Messrs. Eskow and Crocitto)	50,000 Shares
EVP (Messrs. Engel and Meyer)	25,000 Shares

* Includes all shares each NEO is required under SEC rules to report as beneficially owned.

INCOME TAX CONSIDERATIONS

Our federal income tax deduction for non-performance based compensation paid to each of our NEOs is limited by Section 162(m)(1) of the Internal Revenue Code (IRC) to \$1 million annually. Compensation paid to any of them exceeding \$1 million is non-deductible for federal income tax purposes unless performance-based, meaning based on the executive's achieving pre-established objective performance goals and paid under a plan pre-approved by our shareholders. At our annual shareholders meeting in 2010, the EIP was adopted, which allows the Committee to grant cash incentive compensation, stock options and restricted stock awards pursuant to that plan are intended to comply with the restrictions of Section 162(m). However, the Compensation Committee retains the authority to authorize payments that may not be intended to qualify as exempt performance-based compensation.

COMPENSATION PLANS

The following table sets forth information as of December 31, 2011 with respect to equity compensation plans under which shares of our common stock may be issued.

EQUITY COMPENSATION PLAN INFORMATION

Plan Category	Number of shares to be issued upon exercise of outstanding options	Weighted- average exercise price on outstanding options	Number of shares remaining available for future issuance under equity compensation plans (excluding shares reflected in the first column)
Equity compensation plans approved by security holders*	2,857,529	\$18.13	6,526,664
Equity compensation plans not approved by security holders	0	0	0
Total	2,857,529		6,526,664

* The 1999 Long-Term Stock Incentive Plan expired in January 2009 and replaced by The 2009 Long-Term Stock Incentive Plan.

Table of Contents**SUMMARY COMPENSATION TABLE**

The following table summarizes all compensation in 2011, 2010 and 2009 by the five most highly paid NEOs for services performed in all capacities for Valley and its subsidiaries.

Name and Principal Position	Year	Salary	Stock Awards (1)	Option Awards (1)	Non-Equity Incentive Plan Compensation (2)	Change in Pension Value and Non- Qualified Deferred	All Other Compensation (3)	Total
						Earnings *		
Gerald H. Lipkin	2011	\$ 1,123,500	\$ 1,000,000	\$ 0	\$ 410,000	\$ 478,112	\$ 48,054	\$ 3,059,666
Chairman of the Board, President and CEO	2010	1,077,000	420,000	105,000	630,000	153,139	50,429	2,435,568
	2009	700,000	349,998	0	0	(168,731)	47,748	929,015
Alan D. Eskow	2011	545,750	390,000	0	114,890	331,890	42,471	1,425,001
Director, Senior EVP, CFO and Secretary	2010	519,000	202,000	50,500	176,750	109,196	39,484	1,096,930
	2009	370,000	183,517	0	0	158,281	36,157	747,955
Peter Crocitto	2011	545,750	390,000	0	114,890	866,210	32,897	1,949,747
Director, Senior EVP, and COO	2010	519,000	202,000	50,500	176,750	280,151	26,356	1,254,757
	2009	370,000	183,517	0	0	537,432	26,337	1,117,286
Albert L. Engel	2011	440,000	200,000	0	87,750	250,578	35,442	1,013,770
EVP	2010	438,000	119,000	29,750	135,000	101,883	30,959	854,592
	2009	340,000	76,908	0	0	86,871	29,524	533,303
Robert M. Meyer	2011	465,000	200,000	0	87,750	199,552	37,182	989,484
EVP	2010	464,000	126,000	31,500	135,000	131,664	27,297	915,461
	2009	360,000	76,908	0	0	121,618	26,841	585,367

* This column reflects the aggregate change in the actuarial present value of each NEO's accumulated benefit under our defined benefit plan and the BEP during each fiscal year reported. The amounts in this column vary annually due to a number of factors, including the discount rate applied to determine the value of future payment streams. As a result of a reduction in prevailing interest rates in the credit markets over the last few years, the discount rate used pursuant to pension accounting rules to calculate the present value of future payments decreased from 5.75% in 2010 to 4.87% in 2011. On an aggregate basis, 81% of the increase in pension value and non-qualified deferred compensation earnings for our NEOs resulted from the decrease in discount rate and a change in the mortality table used by the actuary with respect to the plans, and 19% resulted from a change in plan definition.

- (1) Stock awards are restricted stock and option awards are incentive stock options. Stock awards reported in 2011 reflect the grant date fair value of the restricted stock awards granted by the Compensation Committee based on 2011 results under the EIP, which permits the Compensation Committee to determine to pay earned awards, in whole or in part, in the form of grants of stock-based awards under the Long-Term Stock Incentive Plan. Restrictions on restricted stock awards lapse at the rate of 33% per year.
- (2) Non-Equity awards earned for the year ended 2011 were, or will be distributed as follows: 50% of the non-equity award in February 2012 and the remaining balance will be paid in eight equal quarterly installments, beginning April 2012 to January 2014. Non-Equity awards earned for the year ended 2010 were, or will be distributed as follows: 50% of the non-equity award in February 2011 and the remaining balance will be paid in eight equal quarterly installments, beginning April 2011 to January 2013. (3) All other compensation includes perquisites and other personal benefits paid in 2011 including automobile, accrued dividends on nonvested restricted stock, 401K contribution payments by Valley and group term life insurance (see table below).

All Other Compensation (shown above) for 2011

Name	Accrued Dividends & Interest Earned on Nonvested Stock Awards					Total
	Auto (1)	(2)	401(k) (3)	GTL (4)	Other	
Gerald H. Lipkin	\$ 10,304	\$ 32,850	\$ 4,900	\$ 0	\$ 0	\$ 48,054
Alan D. Eskow	15,627	14,420	4,900	7,524	0	42,471
Peter Crocitto	10,955	14,420	4,900	2,622	0	32,897

Edgar Filing: AMERICAN SUPERCONDUCTOR CORP /DE/ - Form S-8

Albert L. Engel	15,202	8,766	4,900	6,574	0	35,442
Robert M. Meyer	9,610	9,260	4,900	13,412	0	37,182

- (1) Auto represents the portion of personal use of a company-owned vehicle by the NEO during 2011.
- (2) Accrued dividends and interest on non-vested restricted stock awards until such time as the vesting takes place.
- (3) The company provides up to a 2% match for the defined contribution 401(k) Plan to the NEO and all other full time employees in the plan.
- (4) GTL or Group Term Life Insurance represents the cost to the Company of life insurance benefits equal to two times salary. This benefit is provided to all full time employees.

Table of Contents**2011 GRANTS OF PLAN-BASED AWARDS**

The following table represents the grants of awards to the NEO in 2011 under the Executive Incentive Plan and Long-Term Stock Incentive Plan.

Name	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards (\$) (1)			Estimated Future Payouts Under Equity Incentive Plan Awards (#) (1)			Grant Date Fair Value of Stock and Option Awards (\$)
		Threshold	Target	Maximum	Threshold	Target	Maximum	
Gerald H. Lipkin	2/7/2012	\$ 0	\$ 561,750	\$ 1,123,500		81,169		\$ 1,000,000
Alan D. Eskow	2/7/2012	0	191,013	382,025		31,656		390,000
Peter Crocitto	2/7/2012	0	191,013	382,025		31,656		390,000
Albert L. Engel	2/7/2012	0	116,250	232,500		16,234		200,000
Robert M. Meyer	2/7/2012	0	110,000	220,000		16,234		200,000

- (1) As discussed in the Compensation Discussion and Analysis under the heading "EIP Awards", on February 7, 2012 and in accordance with our EIP, the Compensation Committee established a bonus pool equal to 5% of our net income before income taxes during fiscal 2011 (the "2011 EIP bonus pool") and assigned a percentage share of the 2011 EIP bonus pool to each of our NEOs. The EIP permits the Compensation Committee to determine to pay earned awards, in whole or in part, in the form of cash or equity awards granted under the Long-Term Stock Incentive Plan. For 2011, the Compensation Committee determined that any cash awards that may be earned under the 2011 EIP bonus pool would be limited to a pre-established range set as a percentage of the particular NEO's base salary. Each NEO could earn between 0% to 200% of his target cash award. See Table 6 ("Cash Award Pool Allocation and Cash Award Targets") above for information regarding each NEO's share of the 2011 EIP bonus pool and the salary amount used to determine the range of his potential cash awards under the 2011 EIP bonus pool. After certifying the results under the 2011 EIP bonus pool, the Compensation Committee awarded each NEO the cash amount reflected in the "Non-Equity Incentive Plan Compensation" column of the Summary Compensation Table for 2011. As discussed in the Compensation Discussion and Analysis under "Long-Term Stock Incentive Plan Awards", the Compensation Committee also determined to grant each NEO an award of restricted stock out of the balance of each NEO's portion of the 2011 EIP bonus pool that remained available for grant following the cash awards. Restrictions on restricted stock awards lapse at the rate of 33% per year commencing with the first anniversary of the date of grant. Dividends are credited on restricted stock at the same time and in the same amount as dividends paid to all other common shareholders. Credited dividends are accumulated and paid upon vesting, and are subject to the same restrictions as the underlying restricted stock. These awards are made pursuant to the Valley National Bancorp 2009 Long-Term Stock Incentive Plan. Upon a "change-in-control", as defined in that plan, all restrictions on shares of restricted stock will lapse. See the discussion of the Long-Term Stock Incentive Plan Awards under "Compensation Details" and "Performance-Based Compensation Elements" in the CD & A section above.

The per share grant date fair market values under ASC Topic 718 on restricted stock award was \$12.32.

Table of Contents**OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END**

The following table represents stock options and restricted stock awards outstanding for each NEO as of December 31, 2011. All stock options and restricted stock awards have been adjusted for stock dividends and stock splits.

Name	Grant Date	Option Awards (1)				Stock Awards (2)	
		Number of Securities Underlying Unexercised Options Exercisable (#)	Number of Securities Underlying Unexercised Options Unexercisable (#)	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested* (\$)
Gerald H. Lipkin	2/7/2012					81,169	\$ 1,000,000
	11/15/2010	13,834	28,086	\$ 12.50	11/15/2020	22,503	278,362
	11/17/2009	0	0			9,700	119,989
	2/12/2008	25,527	17,017	15.38	2/12/2018	11,440	141,513
	2/13/2007	35,737	8,933	20.33	2/13/2017	3,828	47,352
	2/15/2006	33,503	0	18.09	2/15/2016	0	0
	2/8/2005	28,143	0	19.04	2/8/2015	0	0
	2/26/2004	29,548	0	19.01	2/26/2014	0	0
	3/1/2003	10,858	0	16.53	3/1/2013	0	0
	2/15/2002	31,027	0	17.21	2/15/2012	0	0
Total awards (#)		208,177	54,036			128,640	\$1,587,216
Market value of in-the-money options (\$)							
(3)		0	0				
Alan D. Eskow	2/7/2012					31,656	\$ 390,000
	11/15/2010	6,653	13,509	\$ 12.50	11/15/2020	10,823	133,881
	11/17/2009	0	0			2,578	31,890
	6/12/2009	0	0			2,756	34,092
	2/12/2008	12,034	8,023	15.38	2/12/2018	4,681	57,904
	11/13/2006	21,059	0	20.14	11/13/2016	0	0
	11/14/2005	19,430	0	18.42	11/14/2015	0	0
	11/16/2004	16,887	0	19.88	11/16/2014	0	0
	11/17/2003	17,729	0	19.80	11/17/2013	0	0
	11/18/2002	13,081	0	16.97	11/18/2012	0	0
Total awards (#)		106,873	21,532			52,494	\$ 647,767
Market value of in-the-money options (\$)							
(3)		0	0				
Peter Crocitto	2/7/2012					31,656	\$ 390,000
	11/15/2010	6,653	13,509	\$ 12.50	11/15/2020	10,823	133,881
	11/17/2009	0	0			2,578	31,890
	6/12/2009	0	0			2,756	34,092
	2/12/2008	12,034	8,023	15.38	2/12/2018	4,681	57,904
	11/13/2006	21,059	0	20.14	11/13/2016	0	0
	11/14/2005	19,430	0	18.42	11/14/2015	0	0
	11/16/2004	16,887	0	19.88	11/16/2014	0	0
	11/17/2003	17,729	0	19.80	11/17/2013	0	0
	11/18/2002	18,617	0	16.97	11/18/2012	0	0
Total awards (#)		112,409	21,532			52,494	\$ 647,767

Market value of
in-the-money options (\$)
(3)

0

0

36

Table of Contents**OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END Continued**

Name	Grant Date	Number of Securities Underlying Unexercised Options Exercisable (#)	Option Awards (1)			Stock Awards (2)	
			Number of Securities Underlying Unexercised Options Unexercisable (#)	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested* (\$)
Albert L. Engel	2/7/2012					16,234	\$ 200,000
	11/15/2010	3,920	7,958	\$ 12.50	11/15/2020	6,375	78,859
	11/17/2009	0	0			2,132	26,373
	2/12/2008	12,034	8,023	15.38	2/12/2018	4,160	51,459
	11/13/2006	21,059	0	20.14	11/13/2016	0	0
	11/14/2005	19,432	0	18.42	11/14/2015	0	0
	11/16/2004	14,070	0	19.88	11/16/2014	0	0
	11/17/2003	10,341	0	19.80	11/17/2013	0	0
	11/18/2002	14	0	16.97	11/18/2012	0	0
Total awards (#)		80,870	15,981			28,901	\$ 356,691
Market value of in-the-money options (\$) (3)		0	0				
Robert M. Meyer	2/7/2012					16,234	\$ 200,000
	11/15/2010	4,150	8,426	\$ 12.50	11/15/2020	6,751	83,510
	11/17/2009	0	0			2,132	26,373
	2/12/2008	12,034	8,023	15.38	2/12/2018	4,499	55,653
	11/13/2006	21,059	0	20.14	11/13/2016	0	0
	11/14/2005	19,430	0	18.42	11/14/2015	0	0
	11/16/2004	16,887	0	19.88	11/17/2014	0	0
	11/17/2003	17,729	0	19.80	11/17/2013	0	0
	11/18/2002	18,617	0	16.97	11/18/2012	0	0
Total awards (#)		109,906	16,449			29,616	\$ 365,535
Market value of in-the-money options (\$)*		0	0				

- (1) The stock option awards become exercisable at the rate of 33% per year, commencing with the first anniversary of the date of grant, for 2010 and 2009 grants, and 20% per year, commencing with the first anniversary of the date of grant for 2008 grants, if any. These awards are made pursuant to the Valley National Bancorp Long-Term Stock Incentive Plans; and will accelerate in the event of a change-in-control, as defined under the Plans.
- (2) Restrictions on restricted stock awards lapse at the rate of 33% per year, for 2012, 2010 and 2009 awards, and 20% per year for 2008 awards, commencing with the first anniversary of the date of grant. Dividends are credited on restricted stock at the same time and in the same amount as dividends paid to all other common shareholders. Credited dividends are accumulated and paid upon vesting, and are subject to the same restrictions as the underlying restricted stock. The 2012 awards represent the restricted stock granted out of the 2011 EIP bonus pool.
- (3) At market value of \$12.37 as of December 30, 2011.

Table of Contents**2011 OPTION EXERCISES AND STOCK VESTED**

The following table shows the restricted stock that vested by NEOs in 2011 and the value realized upon vesting.

Name	Stock Awards	
	Number of Shares Acquired Upon Vesting	Value Realized on Vesting (\$) (*)
Gerald H. Lipkin	34,354	\$422,319
Alan D. Eskow	15,045	184,324
Peter Crocitto	15,045	184,324
Albert L. Engel	9,394	113,904
Robert M. Meyer	9,746	118,270

* The value realized on vesting of restricted stock awards represents the aggregate dollar amount realized upon vesting by multiplying the number of vested shares of restricted stock that vested by fair market value of the underlying shares on the vesting date.

2011 PENSION BENEFITS

PENSION PLAN. Valley maintains a non-contributory, defined benefit pension plan for all eligible employees. The annual retirement benefit under the pension plan is (i) 0.85% of the employee's average final compensation up to the employee's average social security wage base plus (ii) 1.15% of the employee's average final compensation in excess of the employee's average social security wage base, (iii) multiplied by the years of credited service (to a maximum of 35 years). Employees who were participants in the pension plan on December 31, 1988 are entitled to the higher of the foregoing or their accrued benefit as of December 31, 1988 under the terms of the plan then in effect. An employee's average final compensation is the employee's highest consecutive five-year average of the employee's annual salary (excluding non-equity compensation, overtime pay and other special pay), i.e., the amount listed as Salary in the Summary Compensation Table, subject to each year's annual compensation limit, currently \$245,000 for 2011.

BENEFIT EQUALIZATION PLAN. Effective January 1, 1989, Valley adopted a Benefit Equalization Plan (BEP) which provides retirement benefits in excess of the amounts payable from the pension plan for certain highly compensated officers. Benefits are determined as follows: (a) the benefit calculated under Valley pension plan formula in effect prior to January 1, 1989 and without regard to the limits on recognized compensation and maximum benefits payable from a qualified defined benefit plan, minus (b) the individual's pension plan benefit. In general, officers of Valley who are members of the pension plan and who receive annual compensation in excess of the compensation limits under the qualified plan are eligible to participate in the BEP. The Compensation and Human Resources Committee of the Board of Directors has the authority to determine, in its discretion, which eligible officers will participate in the BEP. Effective January 1, 1989, Mr. Lipkin became a participant in the BEP; effective January 1, 1996, Mr. Crocitto became a participant in the BEP; effective January 1, 2001, Mr. Eskow and Mr. Meyer became participants in the BEP. Effective December 13, 2004, Mr. Engel became a participant in the BEP. Three other non-NEO senior executive officers presently participate in the BEP.

The following table shows each pension plan that the NEO participates in, the number of years of credited service and the present value of accumulated benefits.

Name	Plan Name	Number of Years of Credited Service	Present Value of Accumulated Benefits (\$)
Gerald H. Lipkin	VNB Pension Plan	35	\$ 957,095
	VNB Benefit Equalization Plan	35	6,458,684
Alan D. Eskow	VNB Pension Plan	20	634,367

Edgar Filing: AMERICAN SUPERCONDUCTOR CORP /DE/ - Form S-8

	VNB Benefit Equalization Plan	20	1,055,129
Peter Crocitto	VNB Pension Plan	30	1,084,879
	VNB Benefit Equalization Plan	35	2,385,756
Albert L. Engel	VNB Pension Plan	14	399,455
	VNB Benefit Equalization Plan	14	535,077
Robert M. Meyer	VNB Pension Plan	14	415,940
	VNB Benefit Equalization Plan	16	762,104

Table of Contents

Present values of the accumulated benefits under the BEP and Pension Plan were determined as of January 1, 2012 based upon the accrued benefits under each plan as of December 31, 2011 and valued in accordance with the following principal actuarial assumptions: (1) post-retirement mortality in accordance with the RP-2000 combined mortality table projected to 2021 (RP-2000 P2021), (2) interest at an annual effective rate of 4.87% compounded annually, (3) retirement at the earliest age (subject to a minimum age of 55 and a maximum age equal to the greater of 65 and the participant's age on January 1, 2012) at which unreduced benefits would be payable assuming continuation of employment and (4) payment in the form of a single life annuity (except for Mr. Lipkin whose benefits are payable in the form of a joint and two-thirds survivor annuity).

GERALD H. LIPKIN. Pursuant to an agreement dated August 15, 2006, a minimum retirement benefit of \$600,000 per year will be provided to Mr. Lipkin, so long as he survives, in the form of a joint and two-thirds survivor annuity which would pay his wife \$400,000 per year in the event of Mr. Lipkin's death; the agreement was amended, most recently in February 2011, to provide that, should Mr. Lipkin not survive past the 10 years after retirement and should his spouse survive him, she will be entitled to receive thereafter, so long as she survives, \$600,000 per year through the tenth anniversary of his retirement and \$400,000 per year thereafter; and, if neither Mr. Lipkin nor his spouse survives until the 10 year anniversary of his retirement, the estate of the last-surviving one of them shall be entitled to receive a lump-sum payment equal to \$600,000 multiplied by the number of years (including fractional years) from the last survivor's death to and including the 10 year anniversary of Mr. Lipkin's retirement. In case of the simultaneous death of Mr. Lipkin and his wife, the provision of his will relative to that contingency shall determine which spouse is deemed to survive the other. Except as contained in the description of the plan formulas above, the benefits listed in the tables are not subject to any deduction for social security or other offset amounts.

The present value of accumulated benefits shown above for Mr. Lipkin, who is retirement eligible, is based upon annual annuity amounts from the Pension Plan and BEP of \$80,187 and \$525,960; respectively, payable as joint and 66-2/3% survivor annuities and assuming immediate commencement of payments due to Mr. Lipkin's attainment of normal retirement age.

ALAN D. ESKOW. The present value of accumulated benefits shown above for Mr. Eskow is based upon annual annuity amounts from the Pension Plan and BEP of \$50,576 and \$84,122; respectively, payable as single life annuities. Mr. Eskow is currently eligible for early retirement with unreduced benefits.

PETER CROCITTO. The present value of accumulated benefits shown above for Mr. Crocitto is based upon annual annuity amounts from the Pension Plan and BEP of \$74,094 and \$162,940, respectively, payable as single life annuities. Mr. Crocitto is not currently eligible for early retirement; assuming continuation of employment, Mr. Crocitto will be eligible for early retirement with unreduced benefits on June 1, 2012.

ALBERT L. ENGEL. The present value of accumulated benefits shown above for Mr. Engel is based upon annual annuity amounts from the Pension Plan and BEP of \$35,403 and \$47,423, respectively, payable as single life annuities. Mr. Engel is currently eligible for early retirement with reduced benefits, and assuming continuation of employment, will be eligible for unreduced benefits on July 1, 2013.

ROBERT M. MEYER. The present value of accumulated benefits shown above for Mr. Meyer, who is retirement eligible, is based upon annual annuity amounts from the Pension Plan and BEP of \$35,611 and \$65,248, respectively, payable as single life annuities and assuming immediate commencement of payments due to Mr. Meyer's attainment of normal retirement age.

EARLY RETIREMENT BENEFITS. A NEO's accrued benefits under the Bank's Pension Plan and BEP are payable at age 65, the individual's normal retirement age. If an executive terminates employment after both attainment of age 55 and completion of 10 years of service, he is eligible for early retirement. Upon early retirement, an executive may elect to receive his accrued benefit unreduced at age 65 or, alternatively, to receive a reduced benefit commencing on the first day of any month following termination of employment and prior to age 65. The amount of reduction is 0.5% for each of the first 60 months and 0.25% for each of the next 60 months that benefits commence prior to the executive's normal retirement date (resulting in a 45% reduction at age 55, the earliest retirement age under the plans). However, there is no reduction for early retirement prior to the normal retirement date if the sum of the executive's age and years of credited service at the benefit commencement date equals or exceeds 80. NEOs who are currently eligible for early retirement are Messrs. Eskow, Engel and Meyer.

Table of Contents

OTHER POTENTIAL POST-EMPLOYMENT PAYMENTS

EMPLOYMENT CONTRACTS AND TERMINATION OF EMPLOYMENT AND CHANGE-IN-CONTROL ARRANGEMENTS. Valley and the Bank entered into an amended severance agreements and change-in-control agreements, each dated as of January 22, 2008, with the NEOs. The following discussion describes the agreements in place as of December 31, 2011, which form the basis of the tabular presentation that follows.

SEVERANCE AGREEMENT PROVISIONS. In the event of termination of employment without cause, the severance agreements with the NEOs provide for a lump sum payment equal to twelve months of base salary as in effect on the date of termination, plus a fraction of the NEO's most recent annual Executive Incentive Plan award. That fraction is equal to (a) the number of months which have elapsed in the current calendar year divided by (b) 12. For the purpose of the severance agreements, cause means willful and continued failure to perform employment duties after written notice specifying the failure, willful misconduct causing material injury to us that continues after written notice specifying the misconduct, and a criminal conviction (other than a traffic violation), drug abuse or, after a written warning, alcohol abuse or excessive absence for reasons other than illness, except in the case of Mr. Lipkin, whose severance agreement defines cause as gross misconduct in connection with our business or otherwise. None of the NEOs would receive severance (the salary component or the non-equity incentive award component) as a result of his death, retirement, resignation or termination of employment with cause, except in the case of Mr. Lipkin, as discussed under Pension Benefits above. No lump sum severance payment is made under the severance agreements if the NEO receives severance under a change-in-control agreement (described below).

Mr. Lipkin's severance agreement contains the provision, discussed under Pension Benefits above, for a minimum retirement benefit under our tax qualified pension plan and the BEP of \$600,000 per year. This means that if his total benefits under these plans are less than \$600,000, we will be required to make up the difference.

Also, under the severance agreements with the NEOs, we provide the NEOs with a lump sum cash payment in place of medical benefits. The payment is 125% of total monthly premium payments under COBRA reduced by the amount of the employee contribution normally made for the health-related benefits they were receiving at termination of employment, multiplied by 36. COBRA provides temporary continuation of health coverage at group rates after termination of employment. This cash payment is due upon the termination of the NEO by the Bank other than for cause, or upon his death or disability, except in the case of Mr. Lipkin, where the cash payment in place of benefits is due upon his termination of employment for any reason.

Under the severance agreements with the NEOs, we also provide the NEOs with a lump sum life insurance benefit equal to 125% of our share of the premium for three years of coverage, based on the coverage and rates in effect on the date of termination.

Each NEO is required to keep confidential all confidential information that he obtained in the course of his employment with us. The NEOs are also restricted from competing with us during the term of his employment with us and for one year after termination of his employment with us, except in the case of Mr. Lipkin, who is restricted from competing with us during the term of his employment with us and for two years after termination of his employment with us.

CHANGE-IN-CONTROL AGREEMENTS (CIC) PROVISIONS. If a NEO is terminated without cause or resigns for good reason following a CIC during the contract period (which is defined as the period beginning on the day prior to the CIC and ending on the earlier of (1) the third anniversary of the CIC or (2) the NEO's death), the NEO would receive three times the highest annual salary and non-equity incentive received in the three years prior to the change-in-control. The NEOs would also receive medical and life insurance identical to the benefits described above under Severance Agreement Provisions.

Payments under the CIC Agreements are triggered by a change-in-control followed by another triggering event. The events defined in the agreements as changes of control are:

Outsider stock accumulation. We learn, or one of our subsidiaries learns, that a person or business entity has acquired 25% or more of Valley's common stock, and that person or entity is neither our affiliate (meaning someone who is controlled by, or under common control with, Valley) nor one of our employee benefit plans;

Outsider tender/exchange offer. The first purchase of our common stock is made under a tender offer or exchange offer by a person or entity that is neither our affiliate nor one of our employee benefit plans;

Outsider subsidiary stock accumulation. The sale of our common stock to a person or entity that is neither our affiliate nor one of our employee benefit plans that results in the person or entity owning more than 50% of the Bank's common stock;

Table of Contents

Business combination transaction. We complete a merger or consolidation with another company, or we become another company's subsidiary (meaning that the other company owns at least 50% of our common stock), unless, after the happening of either event, 60% or more of the directors of the merged company, or of our new parent company, are people who were serving as our directors on the day before the first public announcement about the event;

Asset sale. We sell or otherwise dispose of all or substantially all of our assets or the Bank's assets.

Dissolution/Liquidation. We adopt a plan of dissolution or liquidation; and

Board turnover. We experience a substantial and rapid turnover in the membership of our Board of Directors. This means changes in board membership occurring within any period of two consecutive years that result in 40% or more of our board members not being continuing directors. A continuing director is a board member who was serving as a director at the beginning of the two-year period, or one who was nominated or elected by the vote of at least 2/3 of the continuing directors who were serving at the time of his/her nomination or election.

The second triggering event is the NEO leaving our employment under the following two conditions: First, the NEO must have left before the end of the contract period which, under the CIC Agreement, begins the day before the change-in-control and continues through the third anniversary of the change-in-control. Second, the NEO must have left either because we (or any successor) terminated him without cause, or he voluntarily quit for good reason.

Cause for termination of an NEO's employment under the CIC Agreements means his failure to perform employment duties, misconduct in office, a criminal conviction, drug or alcohol abuse or excessive absence. Good reason for a NEO's voluntary termination of employment under the CIC Agreements means any of the following actions by us or our successor:

We change the NEO's employment duties to include duties not in keeping with his position within Valley or the Bank prior to the change-in-control;

We demote the NEO or reduce his authority;

We reduce the NEO's annual base compensation;

We terminate the NEO's participation in any non-equity incentive plan in which the NEO participated before the change-in-control, or we terminate any employee benefit plan in which the NEO participated before the change-in-control without providing another plan that confers benefits similar to the terminated plan;

We relocate the NEO to a new employment location that is outside of New Jersey or more than 25 miles away from his former location;

We fail to get the person or entity who took control of Valley to assume our obligations under the NEO's CIC Agreement; and

We terminate the NEO's employment before the end of the contract period, without complying with all the provisions in the NEO's CIC Agreement.

Edgar Filing: AMERICAN SUPERCONDUCTOR CORP /DE/ - Form S-8

PARACHUTE PAYMENT REIMBURSEMENT. All NEOs are entitled to a Parachute Penalty tax gross-up payment in the case that certain payments resulting from a termination following a change-in-control exceed the threshold limit set forth in Section 280G of the Internal Revenue Code.

PENSION PLAN PAYMENTS. The present value of the benefits to be paid to each NEO following termination of employment over his estimated lifetime is set forth in the table below. All NEOs receive three years additional service under the BEP upon termination as a result of a change-in-control due to dismissal without cause or resignation for good reason. Present values of the BEP and pension plan were determined as of January 1, 2012 based on post-retirement mortality in accordance with the RP-2000 combined mortality table projected to 2011 and interest at an annual effective rate of 4.87% compounded annually for the pension plan and 3.37% compounded annually for the BEP.

EQUITY AWARD ACCELERATION. In the event of a change-in-control or termination of employment as a result of death, all restrictions on an NEO's equity awards will immediately lapse. In the case of retirement, all restrictions will lapse except for awards under the 2009 LTSIP, for which a minimum of 50% of any accelerated equity award must be retained by the NEO for a period of 18 months. Upon termination of employment for any other reason, NEOs will forfeit all shares whose restrictions have not lapsed.

Table of Contents

SEVERANCE BENEFITS TABLE. The table set forth below illustrates the severance amounts and benefits that would be paid to each of the NEOs, if he had terminated employment with the Bank on December 31, 2011, the last business day of the most recently completed fiscal year, under each of the following retirement or termination circumstances: (i) death; (ii) dismissal for cause; (iii) retirement or resignation; (iv) dismissal without cause; and (v) dismissal without cause or resignation for good reason following a change-in-control of Valley on December 31, 2011. These payments are considered estimates as of specific dates as they contain some assumptions regarding stock, price, life expectancy, salary and non-incentive compensation amounts and income tax rates and laws.

Table of Contents

Executive Benefits and Payments Upon Termination		Death	Dismissal for Cause	Retirement or Resignation	Dismissal Without Cause	Dismissal without Cause or Resignation for Good Reason (Following a Change-in- Control)
Mr. Lipkin						
Amounts payable in full on indicated date of termination:						
Severance Salary component*		\$ 1,123,500	\$ 0	\$ 0	\$ 1,123,500	\$ 3,231,000
Severance Non-equity incentive*		0	0	0	0	1,890,000
Restricted stock awards		587,216	0	587,216	0	587,216
Stock options		0	0	0	0	0
Welfare benefits continuation		32,475	32,475	32,475	32,475	32,115
Parachute Penalty Tax gross-up		N/A	N/A	N/A	N/A	2,228,852
Sub Total		1,743,191	32,475	619,691	1,155,975	7,969,183
Present value of annuities commencing on indicated date of termination:						
Benefit equalization plan		7,330,248	7,330,248	7,330,248	7,330,248	7,330,248
Pension plan		957,101	957,101	957,101	957,101	957,101
Total		\$ 10,030,540	\$ 8,319,824	\$ 8,907,040	\$ 9,443,324	\$ 16,256,532
Mr. Eskow						
Amounts payable in full on indicated date of termination:						
Severance Salary component		\$ 0	\$ 0	\$ 0	\$ 545,750	\$ 1,557,000
Severance Non-equity incentive		0	0	0	0	530,250
Restricted stock awards		257,767	0	257,767	0	257,767
Stock options		0	0	0	0	0
Welfare benefits continuation		22,255	0	0	22,255	22,255
Parachute Penalty Tax gross-up		N/A	N/A	N/A	N/A	1,080,850
Sub Total		280,022	0	257,767	568,005	3,448,122
Present value of annuities commencing on indicated date of termination:						
Benefit equalization plan		1,212,031	1,212,031	1,212,031	1,212,031	1,503,145
Pension plan		634,367	634,367	634,367	634,367	634,367
Total		\$ 2,126,420	\$ 1,846,398	\$ 2,104,165	\$ 2,414,403	\$ 5,585,634
Mr. Crocitto						
Amounts payable in full on indicated date of termination:						
Severance Salary component		\$ 0	\$ 0	\$ 0	\$ 545,750	\$ 1,557,000
Severance Non-equity incentive		0	0	0	0	530,250
Restricted stock awards		257,767	0	0	0	257,767
Stock options		0	0	0	0	0
Welfare benefits continuation		55,661	0	0	55,661	55,661
Parachute Penalty Tax gross-up		N/A	N/A	N/A	N/A	1,900,375
Sub Total		313,428	0		601,411	4,301,053
Present value of annuities commencing on indicated date of termination:						
Benefit equalization plan		1,577,057	1,577,057	1,577,057	1,577,057	3,202,291
Pension plan		541,237	541,237	541,237	541,237	541,237
Total		\$ 2,431,722	\$ 2,118,294	\$ 2,118,294	\$ 2,719,705	\$ 8,044,581

Table of Contents

Executive Benefits and Payments Upon Termination	Death	Dismissal for Cause	Retirement or Resignation	Dismissal Without Cause	Dismissal Without Cause or Resignation for Good Reason (Following a Change-in-Control)
Mr. Engel					
Amounts payable in full on indicated date of termination:					
Severance Salary component	\$ 0	\$ 0	\$ 0	\$ 440,000	\$ 1,314,000
Severance Non-equity incentive	0	0	0	0	405,000
Restricted stock awards	156,691	0	0	0	156,691
Stock options	0	0	0	0	0
Welfare benefits continuation	35,744	0	0	35,744	35,744
Parachute Penalty Tax gross-up	N/A	N/A	N/A	N/A	937,359
Sub Total	192,435	0	0	475,744	2,848,794
Present value of annuities commencing on indicated date of termination:					
Benefit equalization plan	608,256	608,256	608,256	608,256	943,582
Pension plan	394,652	394,652	394,652	394,652	394,652
Total	\$ 1,195,343	\$ 1,002,908	\$ 1,002,908	\$ 1,478,652	\$ 4,187,028
Mr. Meyer					
Amounts payable in full on indicated date of termination:					
Severance Salary component	\$ 0	\$ 0	\$ 0	\$ 465,000	\$ 1,392,000
Severance Non-equity incentive	0	0	0	0	405,000
Restricted stock awards	165,535	0	165,535	0	165,535
Stock options	0	0	0	0	0
Welfare benefits continuation	21,089	0	0	21,089	21,089
Parachute Penalty Tax gross-up	N/A	N/A	N/A	N/A	869,552
Sub Total	186,624	0	165,535	486,089	2,853,176
Present value of annuities commencing on indicated date of termination:					
Benefit equalization plan	866,128	866,128	866,128	866,128	1,117,160
Pension plan	415,940	415,940	415,940	415,940	415,940
Total	\$ 1,468,692	\$ 1,282,068	\$ 1,447,603	\$ 1,768,157	\$ 4,386,276

N/A Not applicable (a parachute penalty tax gross up is payable only upon a change-in-control).

* Upon death, 12 months salary, offset by qualified and non-qualified retirement benefits payable in 12 months following death.

Table of Contents

**COMPENSATION COMMITTEE INTERLOCKS AND
INSIDER PARTICIPATION**

The members of the Compensation and Human Resources Committee are Messrs. Gerald Korde, Andrew B. Abramson, Eric P. Edelstein, Michael LaRusso, Robinson Markel (until the date of the Annual Meeting), Barnett Rukin and Suresh L. Sani. Except for Mr. LaRusso and Mr. Markel, all of the other members of the Compensation and Human Resources Committee, or their affiliates, have engaged in loan transactions with the Bank, as discussed below, in Certain Transactions with Management. No other relationships required to be reported under the rules promulgated by the Securities and Exchange Commission exist with respect to members of our Compensation and Human Resources Committee.

CERTAIN TRANSACTIONS WITH MANAGEMENT

POLICY AND PROCEDURES FOR REVIEW, APPROVAL OR RATIFICATION OF RELATED PERSON TRANSACTIONS. Our related person transaction practices and policies between Valley or any of its subsidiaries and an executive officer, director or an immediate family member are currently governed by the company's Code of Conduct and Ethics (Code of Conduct). The Code of Conduct is available under our website and can be viewed at www.valleynationalbank.com/charters. In the ordinary course of business, directors (or their immediate family members or a business in which the director or his or her immediate family member is a partner, director, shareholder or executive officer) may provide services to Valley or to customers of the Bank. We require our directors and executive officers to complete a questionnaire, annually, to provide information specific to related party transactions.

Once we become aware of a proposed or a recurring transaction with a related party, it is referred to the CEO or CFO for consideration to determine whether the related party transaction should be allowed; whether it poses a conflict of interest; whether it should be terminated or modified. A transaction shall be consummated or shall continue only if the Audit and Risk Committee approves, or ratifies after the fact, the transaction in accordance with the guidelines set forth under the policy and if the transaction is on substantially the same terms to those that could be obtained in arm's length dealings with an unrelated third party; or the transaction is approved by the disinterested members of the Board of Directors; or, a transaction involving compensation, is approved by Valley's Compensation and Human Resources Committee. Any material related person transaction will be disclosed to the full Board of Directors.

TRANSACTIONS. The Bank has made loans to its directors and executive officers and their associates and, assuming continued compliance with generally applicable credit standards, it expects to continue to make such loans. All of these loans (i) were made in the ordinary course of business, (ii) were made on the same terms, including interest rates and collateral as those available to other persons not related to Valley, and (iii) did not involve more than the normal risk of collectibility or present other unfavorable features.

During 2011, Valley and its customers made payments to entities with which at least one director is affiliated; except as indicated, the payments were less than 5% of the entity's gross revenue. Each of the following payments were approved by the Audit and Risk Committee and the Board during 2011, as required under our Code of Conduct.

During 2011, Valley and its customers made payments totaling \$226,264 (more than 5% of entity's gross revenue) for legal services to a law firm in which director Graham O. Jones is the sole equity partner.

The \$226,264 total represented approximately 20% of gross income of Jones & Jones in 2011.

The fees paid by Valley to Jones & Jones are for loan closings or collection proceedings. There is no similarity between the legal services of Jones & Jones provided to Valley or its borrowers and the services provided by Graham O. Jones to Valley as director.

With respect to the computation of the legal fees, those fees are substantially the same as those prevailing for other professionals with the same level of experience. With respect to loan closings, Valley sets the fees to be paid by a borrower when Jones & Jones acts as its review counsel in commercial real estate loan transactions which fees are subject to the approval of the borrower. In collection actions, this fee must be reasonable. Valley currently maintains relationships with 87 legal firms used for loan closings and loan collection efforts and Jones and Jones' fees are comparable.

\$51,489 for legal services to a law firm to which director Robinson Markel was Of Counsel during 2011.

Table of Contents

\$70,401 for legal services to a law firm of which director Richard Miller is President.

During 2011, Valley made payments totaling \$1,005,545 (more than 5% of entity's gross revenue) for fees pursuant to a long-standing consulting agreement with MG Advisors, Inc. MG Advisors is 100% owned by Michael Guilfoile, the spouse of Mary Guilfoile. In 2011, the \$1,005,545 payment represented approximately 56% of its gross revenues. This income from MG Advisors is not material to the overall financial position of Mr. Guilfoile or Ms. Guilfoile.

These fees paid are considered comparable, and probably lower than other professional fees which are available to Valley. Mr. Guilfoile's 34 years of consulting and investment banking experience in the financial services sector and his knowledge of Valley through his over 25 year association with the Company is the basis for the Board's belief that it would be difficult to obtain as high a level of expertise as Mr. Guilfoile relative to the fees charged by his firm.

The fees paid by Valley to MG Advisors are comprised of two separate services provided to Valley. First, an advisory fee in the amount of \$900,000 was paid for advisory services in Valley's acquisition of State Bancorp, Inc. during the first quarter of 2012. Second, fees are paid for the monthly service retainer of MG Advisor's President, Michael Guilfoile, who is available to all senior management and the board of directors on consulting or advisory matters to the Bank for strategic advisory matters, merger and acquisition prospective items, and other financial transactions related to the Bank's activities. Mary Guilfoile, the spouse of Mr. Guilfoile, does not provide any advice to Valley through MG Advisors. Michael Guilfoile has been an advisor to Valley since 1984 and MG Advisors commenced its relationship with Valley in 1993, its year of origin. Ms. Guilfoile joined the Valley Board in 2003 after serving in various full time positions in the financial services industry, most recently as Treasurer of JP Morgan Chase. There is no similarity between the advisory services of MG Advisors provided to Valley and the services provided by Ms. Guilfoile to Valley as director. Mr. Guilfoile does not discuss or separately share his advice concerning Valley with his spouse in any context except Valley Board meetings.

In 2001, Valley National Bank purchased \$150 million of bank-owned life insurance (BOLI) from a nationally known life insurance company after a lengthy competitive selection process and substantial negotiations over policy costs and terms. The amount of the premiums and the terms of the policies are substantially the same as those prevailing for comparable policies with insurance companies and brokers not related to Valley. During 2007, the Bank purchased \$75 million of additional BOLI from the same life insurance company. This purchase was also completed after a competitive selection process with other vendors. The son-in-law of Mr. Lipkin, is a licensed insurance broker who introduced us to the program offered by this nationally recognized life insurance company. Mr. Lipkin's son-in-law was introduced to an insurance broker for the life insurance company sometime in 2000 or 2001 by a mutual friend. The son-in-law introduced the broker to Valley National Bank and provided assistance during the BOLI proposal and selection process. Additionally, as is customary among brokers who introduce a client to another broker, Mr. Lipkin's son-in-law would receive future commissions (with a percentage dollar amount and time period for payment which are each typical for such referral services) for the life of the policy if the life insurance company was chosen.

Mr. Lipkin was not involved with the selection and the decision-making process for the BOLI purchased by Valley. The commission payments were approved by the Audit and Risk Committee of the Board each applicable calendar year.

In 2011, Mr. Lipkin's son-in-law received \$54,383 in insurance commissions relating to the Bank's BOLI purchases, pursuant to an arrangement he entered into with the insurance broker associated with the insurance company. The aggregate amount of commissions paid to date (from 2001 to 2011) to the son-in-law totaled \$608,220 and the anticipated aggregate amount of commissions he will receive over the next 15 years is approximately \$395,000 (the compensation was structured as a declining revenue stream; for example, he would earn \$11,000 in year 2025).

\$392,000 in lease payments to Anjo Realty, LLC in 2011. Mr. Soldoveri owns 25% of the limited liability company interests of Anjo Realty LLC and his father owns 26%. Anjo Realty LLC is the landlord for Valley's branch and offices in Totowa, New Jersey. This amount represented 24% of the gross income of Anjo Realty, LLC in 2011. Valley's Board has determined that the terms of the lease were no less favorable to the Bank that could have been obtained from an unaffiliated third party.

Table of Contents

In addition, in connection with the merger of State Bancorp into Valley, effective January 1, 2012, Valley assumed the lease for a branch in Westbury, New York. The lease provides for fixed rental payments of approximately \$190,000 per year with no additional rent, such as real estate taxes, insurance and parking lot maintenance. The lease may be terminated at any time by the landlord upon not less than 130 days written notice and the Bank would pay a termination fee if the lease is terminated between October 31, 2010 and November 1, 2014, on a declining scale from \$50,000 to \$0. The landlord, Westbury Plaza Associates, L.P., is a limited partnership which is beneficially owned and controlled by Mr. Wilks spouse through the estate of Mr. Wilks father-in-law and a trust for the benefit of Mr. Wilks spouse. In 2011, State Bank paid approximately \$190,000 to the landlord. This amount represented approximately 10% of the gross revenue of Westbury Plaza Associates, L.P. in 2011.

Valley's Board has determined that the terms of the lease were no less favorable to the Bank that could have been obtained from an unaffiliated third party. This transaction was approved by the Audit and Risk Committee of the Board, as required under our Code of Conduct.

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Securities Exchange Act of 1934 requires our directors, executive officers and any beneficial owners of more than 10% of our common stock to file reports relating to their ownership and changes in ownership of our common stock with the SEC and NYSE by certain deadlines. Based on information provided by our directors and executive officers (we have no 10% beneficial owners) and a review of the reports we have received, with the exception of Mrs. Bronander, a director and Mr. Eskow, an executive officer, and Steve Davey, each of whom failed to file a Form 4 on a timely basis, we believe our directors and executive officers complied with their Section 16(a) reporting requirements in 2011.

SHAREHOLDER PROPOSALS

New Jersey corporate law requires that the notice of shareholders' meeting (for either a regular or special meeting) specify the purpose or purposes of the meeting. Thus any substantive proposal, including shareholder proposals, must be referred to in our Notice of Annual Meeting of Shareholders in order for the proposal to be properly considered at a meeting of Valley.

Proposals of shareholders which are eligible under the rules of the SEC to be included in our year 2013 proxy material must be received by the Corporate Secretary of Valley National Bancorp no later than November 9, 2012. No other matters may be brought up at the annual meeting unless they appear in the Notice of Meeting.

If we change our 2013 annual meeting date to a date more than 30 days from the date of its 2012 annual meeting, then the deadline referred to in the preceding paragraph will be changed to a reasonable time before we begin to print and mail our proxy materials. If we change the date of our 2012 annual meeting in a manner that alters the deadline, we will so state under Part II Item 5 of the first quarterly report on Form 10-Q it files with the SEC after the date change, or will notify our shareholders by another reasonable method.

Pursuant to our By-laws, in order for a shareholder to nominate a person for election to the Board of Directors at the 2013 annual meeting, the shareholder must be entitled to vote at that meeting and must give timely written notice of that business to our Corporate Secretary. To be timely, such notice must be received by our Corporate Secretary at our Wayne, New Jersey office no earlier than December 19, 2012 and no later than January 18, 2013. In the event that our 2013 annual meeting is held more than 20 days before or more than 60 days after the anniversary of this year's meeting date, the notice must be received no earlier than 120 days before the date of the 2013 annual meeting and no later than the close of business on the later of (i) the 90th day before such annual meeting or (ii) the 10th day following the date on which public announcement of such annual meeting is first made by the Company. The notice must contain the information required by our By-laws.

OTHER MATTERS

The Board of Directors is not aware of any other matters that may come before the annual meeting. However, in the event such other matters come before the meeting, it is the intention of the persons named in the proxy to vote on any such matters in accordance with the recommendation of the Board of Directors.

Table of Contents

Shareholders are urged to sign the enclosed proxy and return it in the enclosed envelope or vote by telephone or internet. The proxy is solicited on behalf of the Board of Directors.

By Order of the Board of Directors,

Alan D. Eskow
Corporate Secretary

Wayne, New Jersey

March 9, 2012

A copy of our Annual Report on Form 10-K (without exhibits) for the year ended December 31, 2011 filed with the Securities and Exchange Commission will be furnished to any shareholder upon written request addressed to Dianne M. Grenz, First Senior Vice President, Valley National Bancorp, 1455 Valley Road, Wayne, New Jersey 07470. Our Annual Report on Form 10-K (without exhibits) is also available on our website at the following link: <http://www.valleynationalbank.com/filings.html>

Table of Contents**APPENDIX A****VALLEY NATIONAL BANCORP****KBW50 Regional Banking Index (KRX)****Peer Group 2010 Size Comparisons**

(\$ in millions)

Company (1)	Ticker	Revenue	Net Income (2)	Total Assets	MarketCap (3)
Associated Banc-Corp	ASBC	\$1,152	\$(1)	\$21,786	\$2,633
BancorpSouth Inc	BXS	847	23	13,615	1,332
Bank of Hawaii Corp	BOH	721	184	13,127	2,279
BOK Financial Corp	BOKF	1,372	247	23,942	3,636
Boston Private Finc 1 Hldgs	BPFH	362	(15)	6,153	502
Brookline Bancorp Inc	BRKL	135	27	2,721	641
Cathay General Bancorp	CATY	522	12	10,802	1,311
City Holding Co	CHCO	171	39	2,637	561
City National Corp	CYN	1,177	131	21,353	3,198
Columbia Banking System Inc	COLB	229	31	4,256	828
Community Bank System Inc	CBU	337	63	5,445	921
CVB Financial Corp	CVBF	374	63	6,437	918
East West Bancorp Inc	EWBC	1,112	165	20,701	2,893
First Commonwealth Finc 1 Corp	FCF	318	23	5,813	742
First Finc 1 Bancorp Inc	FFBC	489	59	6,250	1,073
First Finc 1 Bankshares Inc	FFIN	199	58	3,776	1,069
First Horizon National Corp	FHN	1,819	57	24,699	3,073
First Midwest Bancorp Inc	FMBI	433	(10)	8,147	853
First Republic Bank	FRC	1,152	271	22,378	3,752
Firstmerit Corp	FMER	754	103	14,137	2,153
F.N.B. Corp	FNB	490	75	8,960	1,126
Fulton Financial Corp	FULT	930	128	16,275	2,057
Glacier Bancorp Inc	GBCI	376	42	6,759	1,087
Hancock Holding Co	HBHC	490	52	8,138	1,374
Hudson City Bancorp Inc	HCBK	2,947	537	61,166	6,709
IBERIA BANK Corp	IBKC	526	49	10,027	1,589
MB Financial Inc	MBFI	553	21	10,320	934
National Penn Bancshares Inc	NPBC	481	21	8,845	1,097
Old National Bancorp	ONB	467	38	7,264	1,037
PacWest Bancorp	PACW	339	(62)	5,529	785
Park National Corp	PRK	423	74	7,298	1,114
Pinnacle Finc 1 Partners Inc	PNFP	240	(24)	4,909	457
PrivateBancorp Inc	PVTB	601	2	12,466	1,027
Prosperity Bancshares Inc	PB	438	128	9,477	1,833
Provident Finc 1 Svcs Inc	PFS	318	50	6,825	913
S&T Bancorp Inc	STBA	228	43	4,114	629
Signature Bank	SBNY	509	102	11,673	2,053
Susquehanna Bancshares Inc	SUSQ	765	32	13,954	1,256
SVb Financial Group	SIVB	709	95	17,528	2,228
Synovus Financial Corp	SNV	1,626	(834)	30,093	2,073
TCF Financial Corp	TCB	1,508	147	18,465	2,113
Texas Capital Bancshares Inc	TCBI	312	37	6,446	785
Trustmark Corp	TRMK	574	101	9,554	1,587
UMB Financial Corp	UMBF	707	91	12,405	1,675
Umpqua Holdings Corp	UMPQ	558	28	11,669	1,395
United Bankshares Inc	UBSI	386	72	7,156	1,294
Webster Financial Corp	WBS	913	74	18,038	1,718
Westamerica Bancorporation	WABC	282	95	4,932	1,615
Wintrust Financial Corp	WTFC	741	63	13,980	1,135

Edgar Filing: AMERICAN SUPERCONDUCTOR CORP /DE/ - Form S-8

49 Companies

75th Percentile	\$	765	\$	95	\$	14,137	\$	2,057
Median		509		57		9,554		1,294
25th Percentile		362		27		6,437		921
Valley National Bancorp		VLY		768		131		14,144
Percentile Rank				75%		87%		75%
								86%

Data Source: Standard & Poor's Research Insight

- (1) All companies have a December 31 fiscal year end
- (2) Before extraordinary items and discontinued operations
- (3) Market capitalization is as of 12/31/2010

Table of Contents

Table of Contents