

EDENFIELD J MICHAEL

Form 4

December 12, 2011

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
EDENFIELD J MICHAEL

2. Issuer Name **and** Ticker or Trading
Symbol
AMERICAN SOFTWARE INC
[AMSWA]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
470 EAST PACES FERRY ROAD
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/08/2011

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
Executive VP

ATLANTA, GA 30305

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock	12/08/2011		C ⁽¹⁾	16,100 A	\$ 3.12 390,729	D	
Class A Common Stock	12/08/2011		S	16,100 D	\$ 8.805 (2) (3) 374,629	D	
Class A Common Stock	12/09/2011		C ⁽⁴⁾	15,000 D	\$ 3.12 389.629	D	
Class A Common	12/09/2011		S	15,000 D	\$ 8.8806 374,629	D	

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Stock

(3) (5)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options to Acquire Class A Common Stock	\$ 3.12	12/08/2011		<u>C</u> ⁽¹⁾		16,100		06/27/2003	06/27/2012	Class A Common Stock	16,100
Options to Acquire Class A Common Stock	\$ 3.12	12/09/2011		<u>C</u> ⁽⁴⁾		15,000		06/27/2003	06/27/2012	Class A Common Stock	15,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
EDENFIELD J MICHAEL 470 EAST PACES FERRY ROAD ATLANTA, GA 30305	Executive VP

Signatures

J Michael
Edenfield 12/12/2011

**Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) On December 8, the Reporting Person converted 16,100 options into an equal number of shares of Class A Common Stock.

(2) Represents the weighted average sales price for price increments ranging from \$8.80 to \$8.86.

The Reporting Person undertakes to provide, upon request by the Securities and Exchange Commission staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price for all transactions reported on this Form 4.

(4) On December 9, the Reporting Person converted 15,000 options into an equal number of shares of Class A Common Stock.

(5) Represents the weighted average sales price for price increments ranging from \$8.85 to \$8.965.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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