

AMERICAN SOFTWARE INC
 Form 4
 March 19, 2014

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
KLINGES VINCENT C

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)
03/17/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
CFO

ATLANTA, GA 30305

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Class A Common Stock	03/17/2014		C ⁽¹⁾		1,871	A	\$ 5.7 75,315
Class A Common Stock	03/17/2014		C ⁽¹⁾		4,409	A	\$ 5.7 79,724
Class A Common Stock	03/17/2014		S		6,280	D	\$ 10.0021 73,444 (2) (3)
Class A Common	03/18/2014		C ⁽⁴⁾		12,737	A	\$ 5.7 86,181

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Stock

Class A					\$		
Common	03/18/2014		S	12,737	D	10.0906	73,444 D
Stock						<u>(3)</u> <u>(5)</u>	

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

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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	\$ 5.7	03/17/2014		C ⁽¹⁾	1,871	07/17/2009 07/17/2014	Class A Common Stock 1,871
Options to Acquire Class A Common Stock	\$ 5.7	03/17/2014		C ⁽¹⁾	4,409	07/17/2009 07/17/2014	Class A Common Stock 4,409
Options to Acquire Class A Common Stock	\$ 5.7	03/18/2014		C ⁽⁴⁾	12,737	07/17/2009 07/17/2014	Class A Common Stock 12,737

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

KLINGES VINCENT C
470 EAST PACES FERRY ROAD
ATLANTA, GA 30305

CFO

Signatures

Vincent Klinges 03/19/2014

**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 March 17, 2014, the Reporting Person converted 6,280 options into an equal number of shares of Class A Common Stock.
- (2) Represents the weighted average sales price for price increments ranging from \$10.00 to \$10.04.
- (3) 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 price for all transactions reported on this Form 4.
- (4) On March 18, 2014, the Reporting Person converted 12,737 options into an equal number of shares of Class A Common Stock.
- (5) Represents the weighted average sales price for price increments ranging from \$10.00 to \$10.14.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.