

NEWBERRY THOMAS L
Form 4
June 26, 2012

FORM 4

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

OMB APPROVAL

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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 *
NEWBERRY THOMAS L

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)

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

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

470 EAST PACES FERRY ROAD

06/22/2012

(Street)

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

ATLANTA, GA 30305

(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 (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	06/22/2012		C		21,000 (1)	A	\$ 4,1314 (2)
					46,425	D	

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)

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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)	8. Amount or Number of Shares		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options to Acquire Class A Common Stock	\$ 2.38	06/22/2012		C		3,000		10/31/2003	10/31/2012	Class A Common Stock	3,000
Options to Acquire Class A Common Stock	\$ 2.8	06/22/2012		C		3,000		01/31/2004	01/31/2013	Class A Common Stock	3,000
Options to Acquire Class A Common Stock	\$ 3.7	06/22/2012		C		3,000		04/30/2004	04/30/2013	Class A Common Stock	3,000
Options to Acquire Class A Common Stock	\$ 5.76	06/22/2012		C		3,000		07/31/2004	07/31/2013	Class A Common Stock	3,000
Options to Acquire Class A Common Stock	\$ 5.58	06/22/2012		C		3,000		07/30/2005	07/30/2014	Class A Common Stock	3,000
Options to Acquire Class A Common Stock	\$ 4.55	06/22/2012		C		3,000		10/31/2009	10/31/2014	Class A Common Stock	3,000

Options to Acquire Class A Common Stock	\$ 4.15	06/22/2012		C	3,000	01/30/2010	01/30/2015	Class A Common Stock	3,000
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NEWBERRY THOMAS L 470 EAST PACES FERRY ROAD ATLANTA, GA 30305	X	X		

Signatures

Thomas L.
Newberry

06/26/2012

__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 June 22, 2012, the Reporting Person converted 21,000 Class A Options into 21,000 shares Class A Common Stock - the exercises and their corresponding exercise prices are listed below in Table II.
 - (2) This represents the average exercise price of the 21,000 Class A Options converted into 21,000 Class A Common Stock listed below in Table II.

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.