

EDENFIELD J MICHAEL
Form 4
March 20, 2018

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 *
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)

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

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

470 EAST PACES FERRY RD

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

(Street)

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 or Disposed of (A) or (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 | Price | |
| Common Stock | 03/16/2018 | | M ⁽¹⁾ | | 13,417 | \$ 9.67 | 429,170 D |
| Common Stock | 03/16/2018 | | S ⁽²⁾ | | 13,417 | \$ 12.87 | 415,753 D |
| Common Stock | 03/19/2018 | | M ⁽³⁾ | | 10,000 | \$ 9.67 | 425,753 D |
| Common Stock | 03/19/2018 | | S ⁽⁴⁾ | | 10,000 | \$ 12.75 | 415,753 D |

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

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(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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Option | \$ 9.67 | 03/16/2018 | | M ⁽⁵⁾ | 13,417 | 07/14/2015 ⁽⁶⁾ 07/14/2020 | Common Stock | 13,417 |
| Stock Option | \$ 9.67 | 03/19/2018 | | M ⁽³⁾ | 10,000 | 07/14/2015 ⁽⁶⁾ 07/14/2020 | Common Stock | 10,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| EDENFIELD J MICHAEL 470 EAST PACES FERRY RD ATLANTA, GA 30305 | | | | |

Signatures

J. Michael
Edenfield
03/20/2018

**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 16, 2018 the Reporting Person converted 13,417 options into an equal number of shares of Class A Common Stock.
- (2) On March 16, 2018, the Reporting Person sold 13,417 shares of Class A Common stock.
- (3) On March 19, 2018, the Reporting Person converted 10,000 options into an equal number of shares of Class A Common Stock.
- (4) On March 19, 2018, the Reporting Person sold 10,000 shares of Class A Common stock.
- (5) On March 16, 2018, the Reporting Person converted 13,417 options into an equal number of shares of Class A Common Stock.

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- (6) Vests 28,000 share(s) on 14-Jul-2015, 28,000 share(s) on 14-Jul-2016, 28,000 share(s) on 14-Jul-2017, 28,000 share(s) on 14-Jul-2018, 28,000 share(s) on 14-Jul-2019

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.