

AMERICAN SOFTWARE INC
 Form 4
 March 17, 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

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

ATLANTA, GA 30305

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
 03/13/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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 | (A) or (D) | Price | | | |
| Class A Common Stock | 03/13/2014 | | C ⁽¹⁾ | | 469 | A | \$ 5.6 | 73,913 | D | |
| Class A Common Stock | 03/13/2014 | | C ⁽¹⁾ | | 3,252 | A | \$ 5.7 | 77,165 | D | |
| Class A Common Stock | 03/13/2014 | | S | | 3,721 | D | \$ 10 ⁽³⁾ | 73,444 | D | |
| Class A Common | 03/14/2014 | | C ⁽²⁾ | | 2,262 | A | \$ 5.7 | 75,706 | D | |

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Stock

| | | | | | | | | |
|---------|------------|--|---|-------|----|-----------------------|--------|---|
| Class A | | | | | \$ | | | |
| Common | 03/14/2014 | | S | 2,262 | D | 10.0001 | 73,444 | D |
| Stock | | | | | | <u>(3)</u> <u>(4)</u> | | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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) | 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 | \$ 5.6 | 03/13/2014 | | C ⁽¹⁾ | 436 | 07/19/2005 07/19/2014 | Class A Common Stock | 469 | |
| Options to Acquire Class A Common Stock | \$ 5.7 | 03/13/2014 | | C ⁽¹⁾ | 3,252 | 07/17/2009 07/17/2014 | Class A Common Stock | 3,252 | |
| Options to Acquire Class A Common Stock | \$ 5.7 | 03/14/2014 | | C ⁽²⁾ | 2,262 | 07/17/2009 07/17/2014 | Class A Common Stock | 2,262 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| KLINGES VINCENT C 470 EAST PACES FERRY ROAD ATLANTA, GA 30305 | | | CFO | |

Signatures

Vincent Klinges 03/17/2014

__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 13, 2014, the Reporting Person converted 3,721 options into an equal number of shares of Class A Common Stock.
- (2) On March 14, 2014, the Reporting Person converted 2,262 options into an equal number of shares of Class A Common Stock.
- (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) Represents the weighted average sales price for price increments ranging from \$10.00 to \$10.02.

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.