

AMERICAN SOFTWARE INC
 Form 4
 March 26, 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 *
 EDENFIELD JAMES 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)
 03/24/2014

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

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 (A) or (D) Price | | |
| Class A Common Stock | 03/24/2014 | | C ⁽²⁾ | | 1,913 A \$ 5.76 | 61,913 | D ⁽¹⁾ |
| Class A Common Stock | 03/24/2014 | | S | | 1,913 D \$ 9.97 ⁽⁵⁾ | 60,000 | D ⁽¹⁾ |
| Class A Common Stock | 03/25/2014 | | C ⁽³⁾ | | 5,501 A \$ 5.76 | 65,501 | D ⁽¹⁾ |
| Class A Common | 03/25/2014 | | S | | 5,501 D \$ 9.9922 | 60,000 | D ⁽¹⁾ |

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Stock

(4) (5)

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 (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 |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|-------------------------------|
| Options to Acquire Class A Common Stock | \$ 5.76 | 03/24/2014 | | C ⁽²⁾ | 1,913 | 06/30/2010 06/30/2015 | Class A Common Stock | 1,913 |
| Options to Acquire Class A Common Stock | \$ 5.76 | 03/25/2014 | | C ⁽³⁾ | 5,501 | 06/30/2010 06/30/2015 | Class A Common Stock | 5,501 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| EDENFIELD JAMES C 470 EAST PACES FERRY ROAD ATLANTA, GA 30305 | | | Executive Chairman | |

Signatures

James C.
Edenfield

03/26/2014

 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) 60,000 shares held by James C. and Norma T. Edenfield Foundation.
- (2) On March 24, 2014, the Reporting Person converted 1,913 options into an equal number of shares of Class A Common Stock.
- (3) On March 25, 2014, the Reporting Person converted 5,501 options into an equal number of shares of Class A Common Stock.
- (4) Represents the weighted average sales price for price increments ranging from \$9.93 to \$10.01.

The Reporting Person undertakes to provide, upon request by the Securities and Exchange Commission staff, the Issuer, or a security

- (5) holder of the Issuer, full information regarding the number of shares sold at each separate price for all transactions reported on this Form 4.

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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