

GAMBRELL DAVID H
 Form 4
 December 09, 2005

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 *
GAMBRELL DAVID H

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 PACES FERRY ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/07/2005

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

ATLANTA, GA 30305
 (City) (State) (Zip)

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

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 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 (D) Price		
Class A Common Stock	12/07/2005		A		38,000 (1) \$ 6.19	D	

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)

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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	\$ 5.76	12/07/2005		M		3,000		07/31/2004	07/31/2013	Class A Common Stock	3,000
Options to Acquire Class A Common Stock	\$ 3.76	12/07/2005		M		3,000		04/30/2004	04/30/2013	Class A Common Stock	3,000
Options to Acquire Class A Common Stock	\$ 3.25	12/07/2005		M		3,000		10/31/2001	10/31/2000	Class A Common Stock	3,000
Options to Acquire Class A Common Stock	\$ 5.58	12/07/2005		M		3,000		07/30/2005	07/30/2014	Class A Common Stock	3,000
Options to Acquire Class A Common Stock	\$ 5.75	12/07/2005		M		5,000		04/30/1998	04/30/2007	Class A Common Stock	5,000
Options to Acquire Class A Common Stock	\$ 5.5	12/07/2005		M		5,000		10/31/1997	10/31/2006	Class A Common Stock	5,000

Options to Acquire Class A Common Stock	\$ 5.5	12/07/2005	M	5,000	04/30/1997	04/30/2006	Class A Common Stock	5,000
Options to Acquire Class A Common Stock	\$ 5.8	12/07/2005	M	3,000	04/30/2005	04/30/2014	Class A Common Stock	3,000
Options to Acquire Class A Common Stock	\$ 3.3	12/07/2005	M	3,000	04/30/2003	04/30/2012	Class A Common Stock	3,000
Options to Acquire Class A Common Stock	\$ 3.063	12/07/2005	M	5,000	10/29/2000	10/29/2009	Class A common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GAMBRELL DAVID H 470 PACES FERRY ROAD ATLANTA, GA 30305	X			

Signatures

David Gambrell 12/09/2005
 **Signature of Date
 Reporting Person

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) Exercised options and holding.

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.