AMERICAN TECHNOLOGY CORP /DE/

Form 4 April 18, 2006

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

AMERICAN TECHNOLOGY

CORP /DE/ [ATCO]

(Month/Day/Year)

Filed(Month/Day/Year)

04/17/2006

3. Date of Earliest Transaction

4. If Amendment, Date Original

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person *

Taylor James T III

(First) (Middle)

15378 AVENUE OF SCIENCE SUITE 100

(Street)

(State)

SAN DIEGO, CA 92128

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

Director 10% Owner X_ Officer (give title Other (specify

below)

Vice Pres, General Counsel

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(Month/Day/Year)

(Zip)

3. Code (Instr. 8)

TransactionAcquired (A) or Disposed of (D)

4. Securities (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned Following

6. Ownership Form: Direct (D) or Indirect Beneficial (Instr. 4)

7. Nature of Indirect Ownership (Instr. 4)

Reported Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

(A)

or

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

Symbol

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion 3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if

5. Number of TransactionDerivative

6. Date Exercisable and **Expiration Date**

7. Title and Amount of **Underlying Securities**

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8	3)	Securities (Month Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/	Year)	(Instr. 3 and	4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (right to buy)	\$ 4.38	04/17/2006		A		100,000		<u>(1)</u>	04/17/2011	Common Stock	100,00

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Taylor James T III 15378 AVENUE OF SCIENCE SUITE 100 SAN DIEGO, CA 92128

Vice Pres, General Counsel

Signatures

/s/ Karen Jordan, Attorney-in-fact 04/18/2006

**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) Grant to reporting person on April 17, 2006 of an option to purchase 100,000 shares. The option vests as to 1/4 of the shares on the first anniversary of the grant date and as to 1/16 of the remaining shares quarterly thereafter until fully vested.

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.

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