

AMERICAN TECHNOLOGY CORP /DE/
Form 4
May 23, 2008

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 *
NORRIS ELWOOD G

2. Issuer Name and Ticker or Trading Symbol
AMERICAN TECHNOLOGY CORP /DE/ [ATCO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
05/22/2008

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

15378 AVENUE OF SCIENCE,
SUITE 100

(Street)

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

SAN DIEGO, CA 92128

(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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/22/2008		P		10,000	A	\$ 1.86	3,845,515	I	By Family Trust
Common Stock	05/22/2008		P		100	A	\$ 1.97	3,845,615	I	By Family Trust
Common Stock	05/22/2008		P		214	A	\$ 1.98	3,845,829	I	By Family Trust
Common Stock	05/22/2008		P		100	A	\$ 1.97	3,845,929	I	By Family Trust
Common Stock	05/22/2008		P		1,700	A	\$ 1.98	3,847,629	I	By Family Trust

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Common Stock	05/22/2008	P	683	A	\$ 1.85	3,848,312	I	By Family Trust
Common Stock	05/22/2008	P	200	A	\$ 1.86	3,848,512	I	By Family Trust
Common Stock	05/22/2008	P	103	A	\$ 1.86	3,848,615	I	By Family Trust
Common Stock	05/22/2008	P	400	A	\$ 1.88	3,849,015	I	By Family Trust
Common Stock	05/22/2008	P	300	A	\$ 1.9	3,849,315	I	By Family Trust
Common Stock	05/22/2008	P	100	A	\$ 1.95	3,849,415	I	By Family Trust
Common Stock	05/22/2008	P	1,100	A	\$ 1.97	3,850,515	I	By Family Trust
Common Stock	05/22/2008	P	2,114	A	\$ 1.97	3,852,629	I	By Family Trust
Common Stock	05/22/2008	P	5,000	A	\$ 1.97	3,857,629	I	By Family Trust
Common Stock	05/22/2008	P	300	A	\$ 1.92	3,857,929	I	By Family Trust
Common Stock	05/22/2008	P	500	A	\$ 1.96	3,858,429	I	By Family Trust
Common Stock	05/22/2008	P	200	A	\$ 1.96	3,858,629	I	By Family Trust

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)

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 6)
					Code V (A) (D)	Title			

Date	Expiration	Amount or Number of Shares
Exercisable	Date	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NORRIS ELWOOD G 15378 AVENUE OF SCIENCE, SUITE 100 SAN DIEGO, CA 92128	X	X	Chairman	

Signatures

/s/ Elwood G.
Norris

05/23/2008

**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).

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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