

AMERICAN TECHNOLOGY CORP /DE/
 Form 4
 February 15, 2006

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 *
CROFT JAMES III

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)
 13114 EVENING CREEK DRIVE
 SOUTH
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/13/2006

____ Director
 Officer (give title below) _____ Other (specify below)
 Chief Tech Officer & VP Dev

SAN DIEGO, CA 92128

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--------|---|--|-----------------------------------|
| | | | | Code | V | Amount | | | |
| Common Stock | 02/13/2006 | | M | | | 3,300 | A \$ 3 | 3,350 | D ⁽¹⁾ |
| Common Stock | 02/13/2006 | | S | | | 1,900 | D \$ 3.99 | 1,450 | D ⁽¹⁾ |
| Common Stock | 02/13/2006 | | S | | | 900 | D \$ 3.97 | 550 | D ⁽¹⁾ |
| Common Stock | 02/13/2006 | | S | | | 500 | D \$ 3.98 | 50 | D ⁽¹⁾ |
| Common Stock | 02/14/2006 | | M | | | 1,500 | A \$ 3 | 1,550 | D ⁽¹⁾ |

| | | | | | | | |
|--------------|------------|---|-----|---|----------|-----|------------------|
| Common Stock | 02/14/2006 | S | 900 | D | \$ 4.071 | 650 | D ⁽¹⁾ |
| Common Stock | 02/14/2006 | S | 200 | D | \$ 3.98 | 450 | D ⁽¹⁾ |
| Common Stock | 02/14/2006 | S | 400 | D | \$ 3.97 | 50 | D ⁽¹⁾ |

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.

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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 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 |
| Employee Stock Option (right to buy) | \$ 3 | 02/13/2006 | | M | 3,300 | ⁽²⁾ 02/20/2006 | Common Stock | 3,300 | |
| Employee Stock Option (right to buy) | \$ 3 | 02/14/2006 | | M | 1,500 | ⁽²⁾ 02/20/2006 | Common Stock | 1,500 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| CROFT JAMES III 13114 EVENING CREEK DRIVE SOUTH SAN DIEGO, CA 92128 | | | Chief Tech Officer & VP Dev | |

Signatures

/s/ James Croft
III

02/15/2006

__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) The option and the shares acquired upon exercise are subject to a domestic relations order. The reporting person disclaims beneficial ownership of the shares subject to and acquired upon exercise of the option except to the extent of his pecuniary interest therein.
- Grant to reporting person on February 20, 2001 of an option to purchase 30,000 shares. The option vested as to 1/8 of the shares in equal
- (2) quarterly installments over two years beginning on April 1, 2001. The option remains exercisable as to 12,200 shares, all of which are fully vested.

Remarks:

Exhibit List

Exhibit 24 - Power of Attorney

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.