

ASPEN TECHNOLOGY INC /DE/  
Form 4  
August 27, 2014

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
MCARDLE JOAN C

2. Issuer Name and Ticker or Trading Symbol  
ASPEN TECHNOLOGY INC /DE/  
[AZPN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
08/26/2014

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

C/O ASPEN TECHNOLOGY, INC., 200 WHEELER ROAD

(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

BURLINGTON, MA 01803

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |
|                                 |                                      |  |                                | Code  | V   | Amount   |   |
| Common Stock                    | 08/26/2014                           |  | M                              | A   | \$ 7.06   | 27,106   | D   |
| Common Stock                    | 08/26/2014                           |  | S                              | D   | \$ 42.54  | 24,606   | D   |
| Common Stock                    | 08/26/2014                           |  | S                              | D   | \$ 42.544   | 24,106   | D   |
| Common Stock                    |                                      |  |                                |   |   | 30,000 <sup>(1)</sup>                                    | I   |

By  
Employer

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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|----------------------------|
| Director Stock Option (Right to Buy)       | \$ 7.06  | 08/26/2014                           |  | M                              | 3,000  | 09/30/2004 <sup>(2)</sup> 09/29/2014                     | Common Stock  | 3,000                      |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| MCARDLE JOAN C<br>C/O ASPEN TECHNOLOGY, INC.<br>200 WHEELER ROAD<br>BURLINGTON, MA 01803 | X             |           |         |       |

## Signatures

/s/ F.G. Hammond, attorney-in-fact for Ms. McArdle  
08/27/2014

\_\_\_\_\_  
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).
- These securities are held by Massachusetts Capital Resource Company. The reporting person serves as a senior vice president of Massachusetts Capital Resource Company, and may be deemed to have shared voting power over these securities. The reporting person
- (1) disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.
  - (2) The option granted at the exercise price of \$7.06, representing a right to purchase 3,000 shares, was fully vested on the date of grant.

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