

JENNINGS STEPHEN M

Form 4

December 05, 2012

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
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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
JENNINGS STEPHEN M

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)
ASPEN TECHNOLOGY, INC., 200
WHEELER ROAD

3. Date of Earliest Transaction
(Month/Day/Year)
12/03/2012

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

(Street)
BURLINGTON, MA 01803

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--------|------------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Common Stock | 12/03/2012 | | M | | 3,000 | A | \$ 8.12 | 22,337 | D |
| Common Stock | 12/03/2012 | | M | | 3,000 | A | \$ 8.28 | 25,337 | D |
| Common Stock | 12/03/2012 | | M | | 3,000 | A | \$ 6.54 | 28,337 | D |
| Common Stock | 12/03/2012 | | M | | 3,000 | A | \$ 7.06 | 31,337 | D |
| Common Stock | 12/03/2012 | | M | | 3,000 | A | \$ 5.73 | 34,337 | D |

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| | | | | | | | |
|--------------|------------|---|----------------------|---|------------|--------|---|
| Common Stock | 12/03/2012 | M | 3,000 | A | \$ 5.56 | 37,337 | D |
| Common Stock | 12/03/2012 | M | 3,000 | A | \$ 5.34 | 40,337 | D |
| Common Stock | 12/03/2012 | M | 3,000 | A | \$ 13.51 | 43,337 | D |
| Common Stock | 12/03/2012 | M | 3,000 | A | \$ 10.42 | 46,337 | D |
| Common Stock | 12/03/2012 | M | 3,300 | A | \$ 10.93 | 49,637 | D |
| Common Stock | 12/03/2012 | M | 6,048 | A | \$ 15.5 | 55,685 | D |
| Common Stock | 12/03/2012 | M | 4,010 | A | \$ 23.38 | 59,695 | D |
| Common Stock | 12/03/2012 | M | 3,000 | A | \$ 10.42 | 62,695 | D |
| Common Stock | 12/03/2012 | S | 43,358 <u>(1)</u> | D | \$ 26.0544 | 19,337 | D |

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 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. Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Director Stock Option (Right to Buy) | \$ 8.12 | 12/03/2012 | | M | 3,000 | 12/09/2003 12/08/2013 | Common Stock | 3,000 |

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| | | | | | | | | |
|--|----------|------------|---|-------|------------|------------|-----------------|-------|
| Director Stock Option (Right to Buy) | \$ 8.28 | 12/03/2012 | M | 3,000 | 03/31/2004 | 03/30/2014 | Common Stock | 3,000 |
| Director Stock Option (Right to Buy) | \$ 6.54 | 12/03/2012 | M | 3,000 | 06/30/2004 | 06/29/2014 | Common Stock | 3,000 |
| Director Stock Option (Right to Buy) | \$ 7.06 | 12/03/2012 | M | 3,000 | 09/30/2004 | 09/29/2014 | Common Stock | 3,000 |
| Director Stock Option (Right to Buy) | \$ 5.73 | 12/03/2012 | M | 3,000 | 03/21/2005 | 03/20/2015 | Common Stock | 3,000 |
| Director Stock Option (Right to Buy) | \$ 5.56 | 12/03/2012 | M | 3,000 | 03/31/2005 | 03/30/2015 | Common Stock | 3,000 |
| Director Stock Option (Right to Buy) | \$ 5.34 | 12/03/2012 | M | 3,000 | 06/30/2005 | 06/29/2015 | Common Stock | 3,000 |
| Director Stock Option (Right to Buy) | \$ 13.51 | 12/03/2012 | M | 3,000 | 05/12/2006 | 05/11/2013 | Common Stock | 3,000 |
| Director Stock Option (Right to Buy) | \$ 10.42 | 12/03/2012 | M | 3,000 | 11/17/2006 | 11/16/2013 | Common Stock | 3,000 |
| Director Stock Option (Right to Buy) | \$ 10.93 | 12/03/2012 | M | 3,300 | 08/02/2010 | 08/01/2020 | Common Stock | 3,300 |
| | \$ 15.5 | 12/03/2012 | M | 6,048 | 08/01/2011 | 07/31/2021 | | 6,048 |

| | | | | | | | | | |
|--|----------|------------|---|-------|------------|------------|--|-----------------|-------|
| Director Stock Option (Right to Buy) | | | | | | | | Common Stock | |
| Director Stock Option (Right to Buy) | \$ 23.38 | 12/03/2012 | M | 4,010 | 08/01/2012 | 07/31/2022 | | Common Stock | 4,010 |
| Director Stock Option (Right to Buy) | \$ 10.42 | 12/03/2012 | M | 3,000 | 11/17/2006 | 11/16/2013 | | Common Stock | 3,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|--------------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| JENNINGS STEPHEN M ASPEN TECHNOLOGY, INC. 200 WHEELER ROAD BURLINGTON, MA 01803 | | | | |

Signatures

/s/ F.G. Hammond,
Attorney-In-Fact

12/05/2012

**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 price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$26.0143 to \$26.1050, inclusive. The reporting person undertakes to provide to Aspen Technology, Inc., any security holder of Aspen Technology, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

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