FUSCO MARK Form 4 May 22, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

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OMB APPROVAL

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SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940

(Middle)

1(b).

(Last)

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * **FUSCO MARK**

2. Issuer Name and Ticker or Trading Symbol

Issuer

ASPEN TECHNOLOGY INC /DE/

(Check all applicable)

5. Relationship of Reporting Person(s) to

Director 10% Owner

President & CEO

ASPEN TECHNOLOGY, INC., 200

05/20/2013

[AZPN]

(Month/Day/Year) below)

Officer (give title Other (specify

WHEELER ROAD

(Street)

(First)

3. Date of Earliest Transaction

4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

BURLINGTON, MA 01803

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. 4. Securities Acquired (A) or TransactiorDisposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)				5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	05/20/2013		M	70,799	A	\$ 10.93	425,626	D	
Common Stock	05/20/2013		M	43,750	A	\$ 15.5	469,376	D	
Common Stock	05/20/2013		M	17,543	A	\$ 23.38	486,919	D	
Common Stock	05/20/2013		S	132,092 (4)	D	\$ 30.8663	354,827	D	
Common Stock	05/21/2013		M	9,752	A	\$ 10.93	364,579	D	

of

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9,752 (5) D \$ 30.7629 354,827 Common S 05/21/2013 D Stock

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. Transactic Code (Instr. 8)	5. Number of or 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 10.93	05/20/2013		M		70,799	<u>(1)</u>	08/01/2017	Common Stock	70,799
Employee Stock Option (Right to Buy)	\$ 15.5	05/20/2013		М		43,750	(2)	07/31/2021	Common Stock	43,750
Employee Stock Option (Right to Buy)	\$ 23.38	05/20/2013		М		17,543	(3)	07/31/2022	Common Stock	17,543
Employee Stock Option (Right to Buy)	\$ 10.93	05/21/2013		M		9,752	<u>(1)</u>	08/01/2017	Common Stock	9,752

Reporting Owners

Relationships Reporting Owner Name / Address

Reporting Owners 2

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Director 10% Owner Officer Other

FUSCO MARK ASPEN TECHNOLOGY, INC. 200 WHEELER ROAD BURLINGTON, MA 01803

President & CEO

Signatures

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

05/22/2013

**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 granted at the exercise price of \$10.93, representing a right to purchase 132,000 shares, became exercisable in 16 equal consecutive quarterly installments on the last business day of each quarter, beginning on September 30, 2010.
- (2) The option granted at the exercise price of \$15.50, representing a right to purchase 100,000 shares, became exercisable in 16 equal consecutive quarterly installments on the last business day of each quarter, beginning on September 30, 2011.
- (3) The option granted at the exercise price of \$23.38, representing a right to purchase 93,563 shares, became exercisable in 16 equal consecutive quarterly installments on the last business day of each quarter, beginning on September 28, 2012.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$30.75 to \$31.20, 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$30.75 to \$30.80, 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.

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.

Signatures 3