#### ASPEN TECHNOLOGY INC /DE/

Form 4 June 06, 2013

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**OMB** Number:

3235-0287

Expires:

January 31, 2005

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**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

**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

2. Issuer Name and Ticker or Trading

1(b).

(Last)

(Print or Type Responses)

See Instruction

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

(Middle)

5. Relationship of Reporting Person(s) to Issuer

Symbol

ASPEN TECHNOLOGY INC /DE/

(Check all applicable)

[AZPN]

Director

10% Owner

3. Date of Earliest Transaction

(Month/Day/Year)

Officer (give title below)

\_ Other (specify

ASPEN TECHNOLOGY, INC., 200

(Street)

(First)

06/04/2013

President & CEO

WHEELER ROAD

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							
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	4. Securities Acquired (A) or or Disposed of (D) (Instr. 3, 4 and 5)  (A) or		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)	
Common Stock	06/04/2013		Code V M	Amount 100,000	(D)	Price \$ 10.42	454,827	D	
Common Stock	06/04/2013		S	100,000 (2)	D	\$ 30.4924	354,827	D	
Common Stock	06/05/2013		M	5,497	A	\$ 10.42	360,324	D	
Common Stock	06/05/2013		S	5,497 <u>(3)</u>	D	\$ 30.2562	354,827	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (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. 5. Number of TransactiorDerivative Code Securities (Instr. 8) 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 Number Shares
Employee Stock Option (Right to Buy)	\$ 10.42	06/04/2013		M		100,000	<u>(1)</u>	11/16/2016	Common Stock	100,00
Employee Stock Option (Right to Buy)	\$ 10.42	06/05/2013		M		5,497	<u>(1)</u>	11/16/2016	Common Stock	5,497

# **Reporting Owners**

Reporting Owner Name / Address	Relationships
Reporting Owner Name / Address	

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 06/06/2013

\*\*Signature of Reporting Person Da

# **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 \$10.42, representing a right to purchase a total of 200,000 shares, became exercisable in 16 equal consecutive quarterly installments on the last business day of each quarter, beginning on December 29, 2006.

Reporting Owners 2

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- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$30.25 to \$30.85, 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 \$30.25 to \$30.30, 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.