#### Edgar Filing: ASPEN TECHNOLOGY INC /DE/ - Form 4

ASPEN TECHNOLOGY INC /DE/ Form 4 August 28, 2013 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 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 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **FUSCO MARK** Issuer Symbol ASPEN TECHNOLOGY INC /DE/ (Check all applicable) [AZPN] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner Officer (give title Other (specify (Month/Day/Year) below) below) ASPEN TECHNOLOGY, INC., 200 08/26/2013 President & CEO WHEELER ROAD (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting BURLINGTON, MA 01803 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 6. 7. Nature of Transaction Disposed of (D) Security (Month/Day/Year) Execution Date, if Securities Ownership Indirect (Instr. 3) anv Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) (Instr. 8) Owned Direct (D) Ownership Following or Indirect (Instr. 4) Reported (I)(A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) Code V Amount (D) Price Common \$ 9.55 08/26/2013 33.557 A Μ 373,146 D Stock Common 33.557 \$ 08/26/2013 S D 339,589 D (2) Stock 34.4184 Common 31.600 \$ 08/26/2013 S D 307,989 D (3) Stock 34.6086

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

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# displays a currently valid OMB control number.

# 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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration D (Month/Day/	ate	7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 9.55	08/26/2013		М	33,557	<u>(1)</u>	11/08/2019	Common Stock	33,557

### **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	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		08/28/2013					

Date

**\*\***Signature of Reporting Person

### **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).
- The option granted at the exercise price of \$9.55, representing a right to purchase 117,529 shares, was vested at 80,000 shares on the date
  (1) of grant. The balance became exercisable in 4 equal consecutive quarterly installments of 8,000 shares on the last business day of each quarter, beginning on September 30, 2010. The final increment of 5,529 shares became exercisable on June 30, 2011.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$34.25 to \$34.63, inclusive. The reporting person undertakes to provide to Aspen Technology, Inc., any security holder of Aspen Technology,

- (2) In social social and the reporting person undertakes to provide to Aspen reenhology, inc., any security notice of Aspen reenhology, inc., any securit
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$34.50 to \$34.74, inclusive. The reporting person undertakes to provide to Aspen Technology, Inc., any security holder of Aspen Technology,

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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.