

ASPEN TECHNOLOGY INC /DE/
Form 4
May 28, 2014

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 *
Sullivan Mark P.

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)
05/23/2014

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
EVP & CFO

(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	05/23/2014		M		3,094	A	\$ 10.93	94,576	D
Common Stock	05/23/2014		M		2,344	A	\$ 15.5	96,920	D
Common Stock	05/23/2014		M		1,712	A	\$ 23.38	98,632	D
Common Stock	05/23/2014		M		1,596	A	\$ 32.54	100,228	D
Common Stock	05/23/2014		S		8,746	D	\$ 44	91,482	D

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Common Stock 05/27/2014 S 3,800 D \$ 45.01 87,682 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. Amount or Number of Shares	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 10.93	05/23/2014		M		3,094		<u>(1)</u>	08/01/2017	Common Stock	3,094
Employee Stock Option (Right to Buy)	\$ 15.5	05/23/2014		M		2,344		<u>(2)</u>	07/31/2021	Common Stock	2,344
Employee Stock Option (Right to Buy)	\$ 23.38	05/23/2014		M		1,712		<u>(3)</u>	07/31/2022	Common Stock	1,712
Employee Stock Option (Right to Buy)	\$ 32.54	05/23/2014		M		1,596		<u>(4)</u>	07/31/2023	Common Stock	1,596

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sullivan Mark P. ASPEN TECHNOLOGY, INC. 200 WHEELER ROAD BURLINGTON, MA 01803			EVP & CFO	

Signatures

/s/ F.G. Hammond, attorney-in-fact for Mr.
Sullivan

05/28/2014

__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).

- (1) The option granted at the exercise price of \$10.93, representing a right to purchase 49,500 shares, becomes 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 37,500 shares, becomes exercisable in 16 equal consecutive quarterly installments on the last business day of each quarter, beginning September 30, 2011.
- (3) The option granted at the exercise price of \$23.38, representing a right to purchase 27,401 shares, becomes exercisable in 16 equal consecutive quarterly installments on the last business day of each quarter, beginning on September 28, 2012.
- (4) The option, granted at an exercise price of \$32.54, representing a right to purchase 25,546 shares, becomes exercisable in 16 equal consecutive quarterly installments on the last business day of the quarter beginning on September 30, 2013.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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