FUSCO MARK Form 4

September 15, 2011

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16.

Form 4 or Form 5 obligations may continue.

See Instruction

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

FUSCO MARK

ASPEN TECHNOLOGY INC /DE/ [AZPN]

(Check all applicable) 10% Owner Director

(Last) (First) (Middle)

(Month/Day/Year)

Officer (give title Other (specify

ASPEN TECHNOLOGY, INC., 200

(State)

(Zip)

09/13/2011

below) President & CEO

WHEELER ROAD

(Street)

4. If Amendment, Date Original

3. Date of Earliest Transaction

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

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

BURLINGTON, MA 01803

(City)

		140	Tubic 1 Troit Delivative Securities required, Disposed 61, 61 Deliciteding Owned								
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities Acquired (A)	5. Amount of	6.	7. Nature of				
Security	(Month/Day/Year)	Execution Date, if	Transaction	omr Disposed of (D)	Securities	Ownership	Indirect				
(Instr. 3)		any	Code	(Instr. 3, 4 and 5)	Beneficially	Form:	Beneficial				
		(Month/Day/Year)	(Instr. 8)		Owned	Direct (D)	Ownership				
					Following	or Indirect	(Instr. 4)				
				(A)	Reported	(I)					
				(A)	Transaction(s)	(Instr. 4)					
			C 1 W	or	(Instr. 3 and 4)						
			Code V	Amount (D) Price							
Common Stock	09/13/2011		S	$\begin{array}{ccc} 30,000 & \$ \\ \underline{^{(1)}} & D & \$ \\ 16.6012 \end{array}$	591,663	D					

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form 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)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orNumber	Expiration Da	ate	Amount	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secur
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	9		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								Δ	Amount		
								0			
						Date	Expiration able Date	Title Numb			
						Exercisable					
				Code V	(A) (D)				Shares		

Reporting Owners

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

09/15/2011

**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).

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$16.38 to \$16.70, 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.

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