Sullivan Mark P. Form 4 December 02, 2011

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

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Form 5 obligations

may continue. See Instruction 1(b).

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

(Print or Type Responses)

(Last)

(City)

1. Name and Address of Reporting Person * Sullivan Mark P.

(Street)

(State)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

below)

ASPEN TECHNOLOGY INC /DE/

(Check all applicable)

[AZPN]

(Middle) (First)

3. Date of Earliest Transaction

Director 10% Owner Officer (give title Other (specify

(Month/Day/Year)

11/30/2011

EVP & CFO

ASPEN TECHNOLOGY, INC., 200

(Zip)

WHEELER ROAD

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

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

BURLINGTON, MA 01803

		1 40	16 1 - 11011-	Derivativ	e secu	iriues Acqui	reu, Disposeu or,	of Deficilcian	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. 4. Securities Acquired (A) Transactiomr Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)				Beneficially Form: Owned Direct (D)	Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	11/30/2011		M	3,093	A	\$ 10.93	136,627	D	
Common Stock	11/30/2011		S	5,544 (1)	D	\$ 17.4226	131,083	D	
Common Stock	11/30/2011		S	132	D	\$ 17.45	130,951	D	

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

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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. Transacti Code (Instr. 8)	5. Number out 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	11/30/2011		M	3,093	<u>(2)</u>	08/01/2017	Common Stock	3,093

Reporting Owners

Reporting Owner Name / Address	Relationships						
1 0	Director	10% Owner	Officer	Othe			
Sullivan Mark P.							
ASPEN TECHNOLOGY, INC.			EVP &				
200 WHEELER ROAD			CFO				
BURLINGTON, MA 01803							

Signatures

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

**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 \$17.40 to \$17.435, 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 option, representing a right to purchase a total of 49,500 shares, was granted at the exercise price of \$10.93 and vests in 16 quarterly installments on the last business day of each consecutive quarter beginning on September 30, 2010. On May 13, 2011, the option was exercised as to 9,281 shares, and the shares were sold. On August 26, 2011, the option was exercised as to 3,094 shares, and the shares were sold.

Reporting Owners 2

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