**FUSCO MARK** Form 4 August 28, 2012

### FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

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

Check this box

**SECURITIES** Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

may continue. See Instruction 1(b).

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)

WHEELER ROAD

1. Name and Address of Reporting Person \*

**FUSCO MARK** 

2. Issuer Name and Ticker or Trading

Symbol

ASPEN TECHNOLOGY INC /DE/ [AZPN]

(Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

ASPEN TECHNOLOGY, INC., 200 08/24/2012

(Street)

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

OMB

Number:

Expires:

response...

**OMB APPROVAL** 

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

Issuer

(Check all applicable)

Director 10% Owner Other (specify Officer (give title

below)

President & CEO

4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

Applicable Line)

\_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)	3. Transaction Code (Instr. 8)	4. Securities or Disposed of (Instr. 3, 4	of (D)	uired (A) or	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)
		Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)	
Common Stock	08/24/2012	M	169,808	A	\$ 5.73	566,799	D	
Common Stock	08/24/2012	S	169,808 (2)	D	\$ 23.4654	396,991	D	
Common Stock	08/27/2012	M	100,000	A	\$ 5.27	496,991	D	
Common Stock	08/27/2012	S	100,000 (4)	D	\$ 23.957	396,991	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. Transactio Code (Instr. 8)	5. Number of actionDerivative Securities 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)	\$ 5.73	08/24/2012		M		169,808	<u>(1)</u>	03/20/2015	Common Stock	169,80
Employee Stock Option (Right to Buy)	\$ 5.27	08/27/2012		M		100,000	(3)	09/14/2015	Common Stock	100,00

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

FUSCO MARK ASPEN TECHNOLOGY, INC.

BURLINGTON, MA 01803

200 WHEELER ROAD

President & CEO

### **Signatures**

/s/ F.G. Hammond, Attorney-In-Fact 08/28/2012

\*\*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 \$5.73 was exercisable at grant with respect to 500,000 shares. The remaining portion of the option vested in 16 equal consecutive quarterly installments on the last day of each quarter, beginning on June 30, 2005.

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 \$23.34 to \$23.61, 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.
- (3) The option granted at the exercise price of \$5.27 vested in 16 equal consecutive quarterly installments on the last day of each quarter, beginning on December 31, 2005.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$23.94 to \$23.9814, 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.