JENNINGS STEPHEN M

Form 4

December 05, 2012

FORM 4

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

OMB APPROVAL OMB

Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

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 * JENNINGS STEPHEN M

2. Issuer Name and Ticker or Trading

Symbol

ASPEN TECHNOLOGY INC /DE/

(Check all applicable)

5. Relationship of Reporting Person(s) to

[AZPN]

3. Date of Earliest Transaction

Director 10% Owner Officer (give title

below)

Other (specify

ASPEN TECHNOLOGY, INC., 200

(First)

WHEELER ROAD

(Last)

(Street) 4. If Amendment, Date Original

(Middle)

Filed(Month/Day/Year)

(Month/Day/Year)

12/03/2012

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

Issuer

BURLINGTON, MA 01803

(City)	(State)	(Zip) Tab	ole I - Non-	Derivative	Secu	rities Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit ord Dispos (Instr. 3, 4)	ed of (` '	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)
Common Stock	12/03/2012		M	3,000	A	\$ 8.12	22,337	D	
Common Stock	12/03/2012		M	3,000	A	\$ 8.28	25,337	D	
Common Stock	12/03/2012		M	3,000	A	\$ 6.54	28,337	D	
Common Stock	12/03/2012		M	3,000	A	\$ 7.06	31,337	D	
Common Stock	12/03/2012		M	3,000	A	\$ 5.73	34,337	D	

Edgar Filing: JENNINGS STEPHEN M - Form 4

Common Stock	12/03/2012	M	3,000	A	\$ 5.56	37,337	D
Common Stock	12/03/2012	M	3,000	A	\$ 5.34	40,337	D
Common Stock	12/03/2012	M	3,000	A	\$ 13.51	43,337	D
Common Stock	12/03/2012	M	3,000	A	\$ 10.42	46,337	D
Common Stock	12/03/2012	M	3,300	A	\$ 10.93	49,637	D
Common Stock	12/03/2012	M	6,048	A	\$ 15.5	55,685	D
Common Stock	12/03/2012	M	4,010	A	\$ 23.38	59,695	D
Common Stock	12/03/2012	M	3,000	A	\$ 10.42	62,695	D
Common Stock	12/03/2012	S	43,358 (1)	D	\$ 26.0544	19,337	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. Transactic Code (Instr. 8)	5. Number proof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	ve 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
Director Stock Option (Right to Buy)	\$ 8.12	12/03/2012		M	3,000	12/09/2003	12/08/2013	Common Stock	3,000

D

Edgar Filing: JENNINGS STEPHEN M - Form 4

Director Stock Option (Right to Buy)	\$ 8.28	12/03/2012	M	3,000	03/31/2004	03/30/2014	Common Stock	3,000
Director Stock Option (Right to Buy)	\$ 6.54	12/03/2012	M	3,000	06/30/2004	06/29/2014	Common Stock	3,000
Director Stock Option (Right to Buy)	\$ 7.06	12/03/2012	M	3,000	09/30/2004	09/29/2014	Common Stock	3,000
Director Stock Option (Right to Buy)	\$ 5.73	12/03/2012	M	3,000	03/21/2005	03/20/2015	Common Stock	3,000
Director Stock Option (Right to Buy)	\$ 5.56	12/03/2012	M	3,000	03/31/2005	03/30/2015	Common Stock	3,000
Director Stock Option (Right to Buy)	\$ 5.34	12/03/2012	M	3,000	06/30/2005	06/29/2015	Common Stock	3,000
Director Stock Option (Right to Buy)	\$ 13.51	12/03/2012	M	3,000	05/12/2006	05/11/2013	Common Stock	3,000
Director Stock Option (Right to Buy)	\$ 10.42	12/03/2012	M	3,000	11/17/2006	11/16/2013	Common Stock	3,000
Director Stock Option (Right to Buy)	\$ 10.93	12/03/2012	M	3,300	08/02/2010	08/01/2020	Common Stock	3,300
	\$ 15.5	12/03/2012	M	6,048	08/01/2011	07/31/2021		6,048

Edgar Filing: JENNINGS STEPHEN M - Form 4

Director Stock Option (Right to Buy)							Common Stock	
Director Stock Option (Right to Buy)	\$ 23.38	12/03/2012	M	4,010	08/01/2012	07/31/2022	Common Stock	4,010
Director Stock Option (Right to Buy)	\$ 10.42	12/03/2012	M	3,000	11/17/2006	11/16/2013	Common Stock	3,000

Reporting Owners

Relationships

Reporting Owner Name / Address

 $\begin{array}{ccc} \text{Director} & \frac{10\%}{\text{Owner}} & \text{Officer} & \text{Other} \end{array}$

JENNINGS STEPHEN M ASPEN TECHNOLOGY, INC. 200 WHEELER ROAD BURLINGTON, MA 01803

Signatures

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

12/05/2012

**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).

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$26.0143 to \$26.1050, 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.

Reporting Owners 4