

ASPEN TECHNOLOGY INC /DE/

Form 4

June 10, 2013

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 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

(Print or Type Responses)

1. Name and Address of Reporting Person *
FUSCO MARK

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)

3. Date of Earliest Transaction (Month/Day/Year)
06/06/2013

____ Director
____ Officer (give title below)
____ 10% Owner
____ Other (specify below)

President & CEO

ASPEN TECHNOLOGY, INC., 200 WHEELER ROAD

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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) | 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|-------------------------|---|--|-----------------------------------|
| | | | | Code | V Amount or Price | | | |
| Common Stock | 06/06/2013 | | M | | 5,200 A \$ 10.42 | 360,027 | D | |
| Common Stock | 06/06/2013 | | S | | 5,200 (2) D \$ 30.2571 | 354,827 | D | |
| Common Stock | 06/07/2013 | | M | | 89,303 A \$ 10.42 | 444,130 | D | |
| Common Stock | 06/07/2013 | | S | | 88,503 (3) D \$ 30.4483 | 355,627 | D | |
| Common Stock | 06/07/2013 | | S | | 400 D \$ 31.26 | 355,227 | D | |

| | | | | | | | |
|--------------|------------|---|----------------------|---|------------|---------|---|
| Common Stock | 06/07/2013 | S | 400 | D | \$ 31.27 | 354,827 | D |
| Common Stock | 06/10/2013 | M | 59,298 | A | \$ 9.55 | 414,125 | D |
| Common Stock | 06/10/2013 | S | <u>59,298</u> (5) | D | \$ 30.2954 | 354,827 | 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. 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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 10.42 | 06/06/2013 | | M | 5,200 | <u>(1)</u> | 11/16/2016 | Common Stock | 5,200 |
| Employee Stock Option (Right to Buy) | \$ 10.42 | 06/07/2013 | | M | 89,303 | <u>(1)</u> | 11/16/2016 | Common Stock | 89,303 |
| Employee Stock Option (Right to Buy) | \$ 9.55 | 06/10/2013 | | M | 59,298 | <u>(4)</u> | 11/08/2019 | Common Stock | 59,298 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | 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

06/10/2013

__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 \$10.42, representing a right to purchase a total of 200,000 shares, became exercisable in 16 equal consecutive quarterly installments on the last business day of each quarter, beginning on December 29, 2006.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$30.25 to \$30.28, 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.

(2)

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$30.25 to \$31.15, 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 \$9.55, representing a right to purchase 117,529 shares, vested as to 80,000 shares on the date of grant; 4 increments of 8,000 shares on the last day of each quarter beginning in the first quarter of 2010, and a final increment of 5,529 shares vesting on June 30, 2011.

(4)

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$30.25 to \$30.5150, 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.

(5)

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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