

KOTZABASAKIS MANOLIS E
 Form 4
 November 12, 2009

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

OMB APPROVAL

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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 *
 KOTZABASAKIS MANOLIS E

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)
 C/O ASPEN TECHNOLOGY,
 INC., 200 WHEELER ROAD
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 11/09/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 SVP, Sales & Business Dev.

BURLINGTON, MA 01803

(City) (State) (Zip)

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

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 (A) or (D) Price			
Common Stock ⁽¹⁾	11/09/2009		A	72,000 A \$ <u>0</u> ⁽²⁾	80,263	D	
Common Stock ⁽³⁾	11/09/2009		F	7,145 D \$ 9.55	73,118	D	

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

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 (9-02)

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- (4) The option granted at the exercise price of \$9.55 was fully vested on the date of grant.
- (5) The option was granted at the exercise price of \$9.55 and vests in 6 equal quarterly installments beginning on the last day of the first quarter of 2010.

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.