#### ASPEN TECHNOLOGY INC /DE/

Form 4

August 05, 2013

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** 

3235-0287 Number: January 31,

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**OMB APPROVAL** 

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5 D 1 ( 1 CD ( D ( ) ( )

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

obligations

may continue.

See Instruction

Check this box

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

1(b).

Stock (1)

(Print or Type Responses)

1 Name and Address of Departing De

Whelan, Jr. Robert M.			2. Issuer Name and Ticker or Trading Symbol ASPEN TECHNOLOGY INC /DE/ [AZPN]				Issuer  (Check all applicable)			
(Last) 200 WHEEI		(Mo	3. Date of Earliest Transaction (Month/Day/Year) 08/01/2013			Director Officer (give below)		Owner er (specify		
BURLINGT	(Street)  FON, MA 01803			dment, Dat n/Day/Year)	Ü			6. Individual or J Applicable Line) _X_ Form filed by Form filed by Person		erson
(City)	(State)	(Zip)	Table	I - Non-De	erivative S	ecuri	ties Ac	quired, Disposed o	of, or Beneficial	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		ate, if	3. Transactio Code (Instr. 8)	Disposed (Instr. 3,	(A) o of (D	)	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 (1)	08/01/2013			A	2,727	A	\$0	20,572	D	

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. 5. Number Transaction Derivative Code Securities (Instr. 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 or Number of Shares
Director Stock Option (Right to Buy)	\$ 32.54	08/01/2013		A	3,496	(3)	07/31/2023	Common Stock	3,496

## **Reporting Owners**

eporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		

Whelan, Jr. Robert M. 200 WHEELER RD. BURLINGTON, MA 01803

## **Signatures**

/s/ F.G. Hammond, Attorney-In-Fact 08/05/2013

\*\*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) Each Restricted Stock Unit represents a contingent right to receive one share of Aspen Technology, Inc. common stock. The Restricted Stock Units were fully vested on the date of grant.
- (2) Restricted Stock Units do not have an exercise price.
- (3) The option granted at the exercise price of \$32.54 was fully vested on the date of grant.

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.

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