

MacLean Malcolm F IV
Form 4
October 03, 2017

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 *
MacLean Malcolm F IV

2. Issuer Name and Ticker or Trading Symbol
ASPEN GROUP, INC. [ASPU]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1660 SOUTH ALBION STREET, SUITE 525
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
10/02/2017

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

DENVER, CO 80222

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

(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 | (A) or (D) | Price | | | |
| Common Stock | 10/02/2017 | 10/02/2017 | A | | 1,000 | A | \$ 6.24 | 623,964 ⁽¹⁾ | I | See footnote ⁽²⁾ |
| Common Stock | 10/02/2017 | 10/02/2017 | A | | 800 | A | \$ 6.24 | 624,764 ⁽¹⁾ | I | See footnote ⁽³⁾ |
| Common Stock | 10/02/2017 | 10/02/2017 | A | | 700 | A | \$ 6.25 | 625,464 ⁽¹⁾ | I | See footnote ⁽³⁾ |
| Common Stock | 10/02/2017 | 10/02/2017 | A | | 500 | A | \$ 6.28 | 625,964 ⁽¹⁾ | I | See footnote ⁽³⁾ |
| Common Stock | 10/02/2017 | 10/02/2017 | A | | 100 | A | \$ 6.27 | 626,064 ⁽¹⁾ | I | See footnote ⁽³⁾ |

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Common Stock 10/02/2017 10/02/2017 A 400 A \$ 6.3 626,464 ⁽¹⁾ I See footnote ⁽³⁾

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. 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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MacLean Malcolm F IV 1660 SOUTH ALBION STREET SUITE 525 DENVER, CO 80222 | | X | | |

Signatures

/s/ Malcolm F. MacLean IV 10/03/2017

__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) Includes (i) 8,166 shares held jointly with spouse, (ii) 95,833 shares held by Starfish Partners LLC which Mr. MacLean indirectly controls, (iii) 250,000 shares held by Taurus Capital Partners LLC of which Mr. MacLean is the Managing Member, (iv) 18,938 shares held as custodian for the benefit of Mr. MacLean's children, (v) 136,611 shares held in the name of his IRA, (vi) 27,083 shares held in trust, (vii) 7,333 shares held in spouse's IRA, and (viii) 82,500 shares held in Mr. MacLean's company defined benefit plan.

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- (2) Owned by reporting person's IRA.
- (3) Owned by reporting person's company defined benefit plan.

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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