Edgar Filing: Sullivan Mark P. - Form 4

Form 4 July 05, 2011											
· · · · · · · · · · · · · · · · · · ·	FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION								OMB APPROVAL		
-	UNITE	Washington, D.C. 20549								3235-0287	
Check this if no long subject to Section 16 Form 4 or	er STATI 6.									January 31, 2005 verage rs per 0.5	
Form 5 obligation may conti <i>See</i> Instru 1(b).	nue. Section 1	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 R	esponses)										
Sullivan Mark P. Syn AS				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) ASPEN TEC WHEELER	^(First) CHNOLOGY, ROAD	(Middle) INC., 200	-	f Earliest Tr Day/Year)	ansaction			below)	title 10% below) VP & CFO	Owner er (specify	
				endment, Date Original onth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
BURLINGT	ON, MA 0180)3						Form filed by M Person	Iore than One Re	porting	
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities Aca	uired, Disposed of	. or Beneficial	lv Owned	
1.Title of Security (Instr. 3)	2. Transaction E (Month/Day/Ye	ar) Executio any		3. Transactic Code (Instr. 8)	4. Securi	ties A	cquired d 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	
Common Stock	06/30/2011			F	2,089 (1)	D	\$ 17.04	91,515	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.

 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)	4. Transactic Code (Instr. 8)	5. ofNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	ınt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owna Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Sullivan Mark P. ASPEN TECHNOLOGY, INC. 200 WHEELER ROAD BURLINGTON, MA 01803			EVP & CFO				
Signatures							
/s/ F.G. Hammond, Attorney-In-Fact	07	7/05/2011					

**Signature of Reporting Person

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).

Date

(1) Shares withheld by Registrant to satisfy statutory tax withholding requirements on vesting of Restricted Stock Units and distribution of stock.

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.