

Hammond F G
Form 4
November 07, 2012

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 *
Hammond F G

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)
11/05/2012

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

ASPEN TECHNOLOGY, INC., 200 WHEELER ROAD

SVP & General Counsel

(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				(A) or (D)	Price
Common Stock	11/05/2012		M			24,000	A	\$ 10.42	82,178	D	
Common Stock	11/05/2012		M			2,880	A	\$ 9.55	85,058	D	
Common Stock	11/05/2012		M			4,800	A	\$ 9.55	89,858	D	
Common Stock	11/05/2012		M			7,221	A	\$ 5.27	97,079	D	
Common Stock	11/05/2012		S			38,901	D	\$ 26.5521	58,178	D	

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Common Stock 11/05/2012 S 8,941 D \$ 26.5504 49,237 D

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

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(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 Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 10.42	11/05/2012		M	24,000	<u>(1)</u>	11/16/2013	Common Stock	24,000
Employee Stock Option (Right to Buy)	\$ 9.55	11/05/2012		M	2,880	<u>(2)</u>	11/08/2019	Common Stock	2,880
Employee Stock Option (Right to Buy)	\$ 9.55	11/05/2012		M	4,800	11/09/2009 ⁽³⁾	11/08/2019	Common Stock	4,800
Employee Stock Option (Right to Buy)	\$ 5.27	11/05/2012		M	7,221	<u>(6)</u>	09/14/2015	Common Stock	7,221

Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer Other

Hammond F G
ASPEN TECHNOLOGY, INC.
200 WHEELER ROAD
BURLINGTON, MA 01803

SVP &
General
Counsel

Signatures

/s/ F.G.

11/07/2012

Hammond

**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 24,000 shares, became exercisable in 16 equal consecutive quarterly installments on the last business day of each quarter, beginning on December 29, 2006.
- (2) The option granted at the exercise price of \$9.55, representing a right to purchase 5,760 shares, became exercisable in 6 equal consecutive quarterly installments on the last business day of each quarter, beginning on March 31, 2010.
- (3) The option granted at the exercise price of \$9.55, representing a right to purchase 9,600 shares, was fully vested on the date of grant.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$26.40 to \$26.74, 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.

- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$26.37 to \$26.74, 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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$26.37 to \$26.74, 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.

- (6) The option granted at the price of \$5.27, representing a right to purchase 100,000 shares, became exercisable as follows: 15,000 shares September 15, 2005; 5,000 shares on October 1, 2005; 15,000 shares on November 9, 2005; and the remaining 65,000 shares became exercisable in 13 equal consecutive quarterly installments beginning December 31, 2005.

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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