

FUSCO MARK

Form 4

November 14, 2012

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
FUSCO MARK

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)
**ASPEN TECHNOLOGY, INC., 200
WHEELER ROAD**

3. Date of Earliest Transaction
(Month/Day/Year)
11/09/2012

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

(Street)
BURLINGTON, MA 01803

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	11/09/2012		M		57,500	A	\$ 5.73	441,028	D
Common Stock	11/09/2012		M		125,000	A	\$ 5.27	566,028	D
Common Stock	11/09/2012		S		182,500 (3)	D	\$ 26.0653	383,528	D
Common Stock	11/12/2012		M		1,753	A	\$ 5.73	385,281	D
Common Stock	11/12/2012		S		1,753 (5)	D	\$ 26.0138	383,528	D

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Common Stock	11/13/2012	M	40,666	A	\$ 5.73	424,194	D
Common Stock	11/13/2012	S	40,666	D	\$ 25.75	383,528	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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Employee Stock Option (Right to Buy)	\$ 5.73	11/09/2012		M	57,500	<u>(1)</u> 03/20/2015	Common Stock 57,500
Employee Stock Option (Right to Buy)	\$ 5.27	11/09/2012		M	125,000	<u>(2)</u> 09/14/2015	Common Stock 125,000
Employee Stock Option (Right to Buy)	\$ 5.73	11/12/2012		M	1,753	<u>(4)</u> 03/20/2015	Common Stock 1,753
Employee Stock Option (Right to Buy)	\$ 5.73	11/13/2012		M	40,666	<u>(6)</u> 03/20/2015	Common Stock 40,666

Reporting Owners

Reporting Owner Name / Address	Relationships
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Reporting Owners

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Director 10% Owner Officer Other

FUSCO MARK
ASPEN TECHNOLOGY, INC.
200 WHEELER ROAD
BURLINGTON, MA 01803

President & CEO

Signatures

/s/ F.G. Hammond,
Attorney-In-Fact

11/14/2012

__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 \$5.73, representing a right to purchase 1,100,000 shares, was exercisable at grant with respect to 500,000 shares. The remaining portion of the option became exercisable in 16 equal consecutive quarterly installments on the last day of each quarter, beginning on June 30, 2005.

(2) The option granted at the exercise price of \$5.27, representing a right to purchase 500,000 shares, became exercisable in 16 equal consecutive quarterly installments on the last day of each quarter, beginning on December 31, 2005.

(3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$26.00 to \$26.26, 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 option granted at the exercise price of \$5.73, representing a right to purchase 1,100,000 shares, was exercisable at grant with respect to 500,000 shares. The remaining portion of the option became exercisable in 16 equal consecutive quarterly installments on the last day of each quarter, beginning on June 30, 2005.

(5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$26.00 to \$26.0735, 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 exercise price of \$5.73, representing a right to purchase 1,100,000 shares, was exercisable at grant with respect to 500,000 shares. The remaining portion of the option became exercisable in 16 equal consecutive quarterly installments on the last day of each quarter, beginning on June 30, 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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