

ASPEN TECHNOLOGY INC /DE/  
Form 4  
September 09, 2013

**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 \*  
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)  
09/05/2013

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  
\_\_\_\_ 10% Owner  
\_\_\_\_ 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 Ownership (Instr. 4)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	09/05/2013		M			9,331	A	\$ 9.55	317,320	D	
Common Stock	09/05/2013		M			10,471	A	\$ 9.55	327,791	D	
Common Stock	09/05/2013		M			8,250	A	\$ 10.93	336,041	D	
Common Stock	09/05/2013		M			6,250	A	\$ 15.5	342,291	D	
Common Stock	09/05/2013		M			555	A	\$ 23.38	342,846	D	

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Common Stock	09/05/2013	S	34,857 (5)	D	\$ 34.2794	307,989	D
Common Stock	09/06/2013	M	5,292	A	\$ 23.38	313,281	D
Common Stock	09/06/2013	S	5,292 (7)	D	\$ 34.2648	307,989	D
Common Stock	09/06/2013	S	6,800 (9)	D	\$ 34.4099	301,189	D

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

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 9.55	09/05/2013		M	9,331	(1) 11/08/2019	Common Stock 9,331
Employee Stock Option (Right to Buy)	\$ 9.55	09/05/2013		M	10,471	(2) 11/08/2019	Common Stock 10,471
Employee Stock Option (Right to Buy)	\$ 10.93	09/05/2013		M	8,250	(3) 08/01/2020	Common Stock 8,250
Employee Stock Option	\$ 15.5	09/05/2013		M	6,250	(4) 07/31/2021	Common Stock 6,250

(Right to Buy)

Employee Stock

Option	\$ 23.38	09/05/2013	M	555	<u>(6)</u>	07/31/2022	Common Stock	555
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(Right to Buy)

Employee Stock

Option	\$ 23.38	09/06/2013	M	5,292	<u>(8)</u>	07/31/2022	Common Stock	5,292
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(Right to Buy)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	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

09/09/2013

    \*\*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) The option granted at the exercise price of \$9.55, representing a right to purchase 117,529 shares, was vested as to 80,000 shares on the date of grant. The balance became exercisable in 4 equal consecutive quarterly installments of 8,000 shares on the last business day of each quarter, beginning on September 30, 2010. The final increment of 5,529 shares became exercisable on June 30, 2011.

(2) The option granted at the exercise price of \$9.55, representing a right to purchase 10,471 shares, vested as to 8,000 shares on March 31, 2011, and the balance of 2,471 shares vested on June 30, 2011.

(3) The option granted at the exercise price of \$10.93, representing a right to purchase 132,000 shares, becomes exercisable in 16 equal consecutive quarterly installments on the last business day of each quarter, beginning on September 30, 2010.

(4) The option granted at the exercise price of \$15.50, representing a right to purchase 100,000 shares, becomes exercisable in 16 equal consecutive quarterly installments on the last business day of each quarter, beginning on September 30, 2011.

(5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$34.25 to \$34.375, 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 \$23.38, representing a right to purchase 93,563 shares, becomes exercisable in 16 equal consecutive quarterly installments on the last business day of each quarter, beginning on September 28, 2012.

(7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$34.25 to \$34.34, inclusive. The reporting person undertakes to provide to Aspen Technology, Inc., any security holder of Aspen Technology,

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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.

- (8) The option granted at the exercise price of \$23.38, representing a right to purchase 93,563 shares, becomes exercisable in 16 equal consecutive quarterly installments on the last business day of each quarter, beginning on September 28, 2012.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$34.40 to \$34.43, inclusive. The reporting person undertakes to provide to Aspen Technology, Inc., any security holder of Aspen Technology,

- (9) 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.

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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