

JENNINGS STEPHEN M  
 Form 4  
 December 05, 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 \*  
**JENNINGS STEPHEN M**

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**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**12/03/2012**

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

**BURLINGTON, MA 01803**

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	12/03/2012		M			3,000	A	\$ 8.12	22,337	D	
Common Stock	12/03/2012		M			3,000	A	\$ 8.28	25,337	D	
Common Stock	12/03/2012		M			3,000	A	\$ 6.54	28,337	D	
Common Stock	12/03/2012		M			3,000	A	\$ 7.06	31,337	D	
Common Stock	12/03/2012		M			3,000	A	\$ 5.73	34,337	D	

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Common Stock	12/03/2012	M	3,000	A	\$ 5.56	37,337	D
Common Stock	12/03/2012	M	3,000	A	\$ 5.34	40,337	D
Common Stock	12/03/2012	M	3,000	A	\$ 13.51	43,337	D
Common Stock	12/03/2012	M	3,000	A	\$ 10.42	46,337	D
Common Stock	12/03/2012	M	3,300	A	\$ 10.93	49,637	D
Common Stock	12/03/2012	M	6,048	A	\$ 15.5	55,685	D
Common Stock	12/03/2012	M	4,010	A	\$ 23.38	59,695	D
Common Stock	12/03/2012	M	3,000	A	\$ 10.42	62,695	D
Common Stock	12/03/2012	S	43,358 <u>(1)</u>	D	\$ 26.0544	19,337	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)	8. Amount or Number of Shares
Director Stock Option (Right to Buy)	\$ 8.12	12/03/2012		M	3,000	12/09/2003 12/08/2013	Common Stock	3,000

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Director Stock Option (Right to Buy)	\$ 8.28	12/03/2012	M	3,000	03/31/2004	03/30/2014	Common Stock	3,000
Director Stock Option (Right to Buy)	\$ 6.54	12/03/2012	M	3,000	06/30/2004	06/29/2014	Common Stock	3,000
Director Stock Option (Right to Buy)	\$ 7.06	12/03/2012	M	3,000	09/30/2004	09/29/2014	Common Stock	3,000
Director Stock Option (Right to Buy)	\$ 5.73	12/03/2012	M	3,000	03/21/2005	03/20/2015	Common Stock	3,000
Director Stock Option (Right to Buy)	\$ 5.56	12/03/2012	M	3,000	03/31/2005	03/30/2015	Common Stock	3,000
Director Stock Option (Right to Buy)	\$ 5.34	12/03/2012	M	3,000	06/30/2005	06/29/2015	Common Stock	3,000
Director Stock Option (Right to Buy)	\$ 13.51	12/03/2012	M	3,000	05/12/2006	05/11/2013	Common Stock	3,000
Director Stock Option (Right to Buy)	\$ 10.42	12/03/2012	M	3,000	11/17/2006	11/16/2013	Common Stock	3,000
Director Stock Option (Right to Buy)	\$ 10.93	12/03/2012	M	3,300	08/02/2010	08/01/2020	Common Stock	3,300
	\$ 15.5	12/03/2012	M	6,048	08/01/2011	07/31/2021		6,048

Director Stock Option (Right to Buy)								Common Stock	
Director Stock Option (Right to Buy)	\$ 23.38	12/03/2012	M	4,010	08/01/2012	07/31/2022		Common Stock	4,010
Director Stock Option (Right to Buy)	\$ 10.42	12/03/2012	M	3,000	11/17/2006	11/16/2013		Common Stock	3,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JENNINGS STEPHEN M ASPEN TECHNOLOGY, INC. 200 WHEELER ROAD BURLINGTON, MA 01803				

## Signatures

/s/ F.G. Hammond, Attorney-In-Fact	12/05/2012
**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 price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$26.0143 to \$26.1050, 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.

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.