KOTZABASAKIS MANOLIS E

Form 4

August 02, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

(Last)

(City)

1. Name and Address of Reporting Person * KOTZABASAKIS MANOLIS E

2. Issuer Name and Ticker or Trading Symbol

Issuer

5. Relationship of Reporting Person(s) to

ASPEN TECHNOLOGY INC /DE/ [AZPN]

(Check all applicable)

C/O ASPEN TECHNOLOGY.

INC., 200 WHEELER ROAD

(First)

(Street)

(State)

(Middle)

(Zip)

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

X_ Officer (give title below)

10% Owner Other (specify

07/29/2010

SVP, Sales & Business Dev.

4. If Amendment, Date Original

Applicable Line)

Director

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

BURLINGTON, MA 01803

(City)	(State) (Zip) Table	e I - Non-D	erivative	Secur	ities Acqu	uired, Disposed of	f, or Beneficial	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	4. Securities Acquired n(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or			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)
Common Stock	07/29/2010		Code V M	Amount 750	(D)	Price \$ 0 (1)	71,982	D	
Common Stock (2)	07/29/2010		F	239	D	\$ 10.91	71,743	D	

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

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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. Transactic Code (Instr. 8)	5. Number on f Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		Underlying Securities (Instr. 3 and 4)		8. Price Derivat Securit (Instr. 5
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units (3)	\$ 0 (1)	07/29/2010		M	750	<u>(4)</u>	<u>(4)</u>	Common Stock	750	\$ 0 9

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

KOTZABASAKIS MANOLIS E C/O ASPEN TECHNOLOGY, INC. 200 WHEELER ROAD BURLINGTON, MA 01803

SVP, Sales & Business Dev.

Signatures

/s/ F. G. Hammond, Attorney-in-Fact 08/02/2010

**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) Restricted stock units do not have an exercise price.
- (2) Shares withheld by Registrant to satisfy statutory tax withholding requirements on vesting of restricted stock units and distribution of stock.
- (3) Each restricted stock unit represents a contingent right to receive one share of Aspen Technology, Inc. common stock.
- (4) The restricted stock unit vested as to 25% on achievement of specified performance goals in the fiscal year ending June 30, 2007 and the balance vested in 12 equal quarterly installments thereafter.

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.

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