Pietri Antonio J Form 4 April 30, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

OMB APPROVAL

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

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

1(b).

(Print or Type Responses)

Name and Addre Pietri Antonio J	ss of Reporting Person	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
		ASPEN TECHNOLOGY INC /DE/ [AZPN]			
(Last)	(First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year)	Director 10% Owner Officer (give title Other (specify		
ASPEN TECHN	NOLOGY, INC., 20	• •	below) below)		
WHEELER ROAD		3 11 - 31 - 32 - 3	EVP, Field Operations		
	(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
BURLINGTON	, MA 01803	Filed(Month/Day/Year)	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 Ac	canired. Disposed of, or Beneficially Owns		

(,)	()	Table	e I - Non-D	erivative	Secur	ities Acq	uirea, Disposea oi	, or Beneficial	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		3. Transactio Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or	Price	Transaction(s) (Instr. 3 and 4)		
Common Stock	04/28/2010		M	625 (1)	A	\$ 0	112,860	D	
Common Stock (7)	04/28/2010		F	199	D	\$ 11.45	112,661	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Edgar Filing: Pietri Antonio J - Form 4

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)	Expiration D	ate	7. Title and A Underlying S (Instr. 3 and	Securities	8. Price Derivat Securit (Instr. 5
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units (2)	\$ 0 (3)	04/28/2010		M	625	<u>(5)</u>	<u>(6)</u>	Common Stock	625	\$ 0 9

Reporting Owners

Reporting Owner Name / Address	Relationships
Reporting Owner Name / Address	

Director 10% Owner Officer Other

Pietri Antonio J

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

EVP, Field Operations

Signatures

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

04/30/2010

**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) Restricted Stock Units do not have an exercise price.
- (3) Restricted Stock Units do not have an exercise price.
- (4) Restricted Stock Units do not have an exercise price.
- (5) 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 vests in 12 equal quarterly installments thereafter.
- (6) 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 vests in 12 equal quarterly installments thereafter.
- (7) Shares withheld by Registrant to satisfy statutory tax withholding requirements on vesting of Restricted Stock Units and distribution of stock.

Reporting Owners 2

Edgar Filing: Pietri Antonio J - Form 4

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.