CASEY DONALD P

Form 4

November 10, 2011

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Form 5 obligations may continue.

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

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading CASEY DONALD P Issuer Symbol ASPEN TECHNOLOGY INC /DE/ (Check all applicable) [AZPN] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner Other (specify Officer (give title (Month/Day/Year) below)

ASPEN TECHNOLOGY, INC., 200 11/08/2011 WHEELER ROAD

(Zip)

(Street) 4. If Amendment, Date Original

Applicable Line)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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

(State)

(City)

		140	rable 1 - Non-Derivative Securities Acquired, Disposed of, or Deficiently Owned							
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	4. Securities Acquired (A) ransaction Disposed of (D)			5. Amount of Securities	6. Ownership	7. Nature of Indirect	
(Instr. 3)		any	Code	(Instr. 3, 4 and 5)			Beneficially	Form:	Beneficial	
		(Month/Day/Year)	(Instr. 8)				Owned Following	Direct (D) or Indirect	Ownership (Instr. 4)	
					(A)		Reported	(I)		
					or		Transaction(s)	(Instr. 4)		
			Code V	Amount		Price	(Instr. 3 and 4)			
Commor Stock	11/08/2011		M	6,000	A	\$ 7.4	22,209	D		
Commor Stock	11/08/2011		S	6,000 (1)	D	\$ 18.4876	16,209	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)

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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. 5. Number Transaction Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exer Expiration D (Month/Day)	ate	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
Director Stock Option (Right to Buy)	\$ 7.4	11/08/2011		M	6,000	(2)	11/30/2012	Common Stock	6,000

Reporting Owners

Relationships

Reporting Owner Name / Address

 $\begin{array}{ccc} \text{Director} & \frac{10\%}{\text{Owner}} & \text{Officer} & \text{Other} \end{array}$

CASEY DONALD P ASPEN TECHNOLOGY, INC. 200 WHEELER ROAD BURLINGTON, MA 01803

Signatures

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

11/10/2011

**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).
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$18.48 to \$18.53, 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.
- (2) The option granted at the exercise price of \$7.40 was fully vested on the date of grant.

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.

Reporting Owners 2