

ASPEN TECHNOLOGY INC /DE/  
Form 4  
February 10, 2014

**FORM 4**

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

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

## OMB APPROVAL

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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Sullivan Mark P.

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)  
02/06/2014

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
EVP & CFO

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/06/2014		M		3,094	A	\$ 10.93	120,787	D	
Common Stock	02/06/2014		M		2,344	A	\$ 15.5	123,131	D	
Common Stock	02/06/2014		M		1,713	A	\$ 23.38	124,844	D	
Common Stock	02/06/2014		M		3,193	A	\$ 32.54	128,037	D	
Common Stock	02/06/2014		S		33,528	D	\$ 44.8539	94,509	D	

(1)

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 (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
Employee Stock Option (Right to Buy)	\$ 10.93	02/06/2014		M	3,094	(2) 08/01/2017	Common Stock	3,094
Employee Stock Option (Right to Buy)	\$ 15.5	02/06/2014		M	2,344	(3) 07/31/2021	Common Stock	2,344
Employee Stock Option (Right to Buy)	\$ 23.38	02/06/2014		M	1,713	(4) 07/31/2022	Common Stock	1,713
Employee Stock Option (Right to Buy)	\$ 32.54	02/06/2014		M	3,193	(5) 07/31/2023	Common Stock	3,193

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director      10% Owner      Officer      Other

Sullivan Mark P.  
 ASPEN TECHNOLOGY, INC.  
 200 WHEELER ROAD  
 BURLINGTON, MA 01803

EVP &  
 CFO

## Signatures

/s/ F.G. Hammond, attorney-in-fact for Mr.  
 Sullvian

02/10/2014

\_\_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 \$44.50 to \$45.00, 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.
- (1) The option granted at the exercise price of \$10.93, representing a right to purchase 49,500 shares, becomes exercisable in 16 equal consecutive quarterly installments on the last business day of each quarter beginning on September 30, 2010.
  - (2) The option granted at the exercise price of \$15.50, representing a right to purchase 37,500 shares, becomes exercisable in 16 equal consecutive quarterly installments on the last business day of each quarter, beginning September 30, 2011.
  - (3) The option granted at the exercise price of \$23.38, representing a right to purchase 27,401 shares, becomes exercisable in 16 equal consecutive quarterly installments on the last business day of each quarter, beginning on September 28, 2012.
  - (4) The option, granted at an exercise price of \$32.54, representing a right to purchase 25,546 shares, becomes exercisable in 16 equal consecutive quarterly installments on the last business day of the quarter beginning on September 30, 2013.

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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