#### ASPEN TECHNOLOGY INC /DE/

Form 4 May 28, 2014

# FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

**SECURITIES** 

30(h) of the Investment Company Act of 1940

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

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

Check this box

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.

See Instruction 1(b).

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading Symbol

3. Date of Earliest Transaction

5. Relationship of Reporting Person(s) to Issuer

ASPEN TECHNOLOGY INC /DE/ [AZPN]

(Check all applicable)

(Middle) (Last) (First)

> (Month/Day/Year) 05/23/2014

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

ASPEN TECHNOLOGY, INC., 200

**EVP & CFO** 

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

OMB

Number:

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WHEELER ROAD

(Street) 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

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(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. 4. Secu Transaction(A) or		urities Acquired Disposed of (D) 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	05/23/2014		M	3,094	A	\$ 10.93	94,576	D	
Common Stock	05/23/2014		M	2,344	A	\$ 15.5	96,920	D	
Common Stock	05/23/2014		M	1,712	A	\$ 23.38	98,632	D	
Common Stock	05/23/2014		M	1,596	A	\$ 32.54	100,228	D	
Common Stock	05/23/2014		S	8,746	D	\$ 44	91,482	D	

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3,800 D \$ 87,682 Common S 05/27/2014 D Stock

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 on f 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 10.93	05/23/2014		M	3,094	<u>(1)</u>	08/01/2017	Common Stock	3,094
Employee Stock Option (Right to Buy)	\$ 15.5	05/23/2014		M	2,344	<u>(2)</u>	07/31/2021	Common Stock	2,344
Employee Stock Option (Right to Buy)	\$ 23.38	05/23/2014		M	1,712	(3)	07/31/2022	Common Stock	1,712
Employee Stock Option (Right to Buy)	\$ 32.54	05/23/2014		M	1,596	<u>(4)</u>	07/31/2023	Common Stock	1,596

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Sullivan Mark P.

ASPEN TECHNOLOGY, INC. EVP & 200 WHEELER ROAD CFO

**Signatures** 

**BURLINGTON, MA 01803** 

/s/ F.G. Hammond, attorney-in-fact for Mr. Sullivan 05/28/2014

\*\*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).
- (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 in16 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. 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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