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FUSCO M Form 4 March 01, 2										
FOR	ЛЛ	STATES SEC	URITIES Vashingtor			NGE COI	MMISSION	OMB	PROVAL 3235-0287	
Check the check	to STATE	Number: Expires: Estimated av	January 31, 2005 verage							
Section 16. SECURITIES burden ho Form 4 or Form 5 burden ho response. Form 5 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). 1(b). 1(b). 1(b). 1(b). 1(b).						response	s per 0.5			
(Print or Type	e Responses)									
1. Name and FUSCO M	Address of Reporting	Symbo	EN TECHÌ			5 Iss	Relationship of F suer (Check	Reporting Perso all applicable)		
(Last) ASPEN TI WHEELE	ECHNOLOGY, IN	(Mont	e of Earliest ' h/Day/Year) 7/2013	Transaction		bel	low)	tle 10% below) dent & CEO	Owner r (specify	
	(Street)		Filed(Month/Day/Year) Ap				Individual or Joint/Group Filing(Check pplicable Line) K_ Form filed by One Reporting Person _ Form filed by More than One Reporting			
BURLING	TON, MA 01803					Pe	_ Form filed by MC	ore than One Rep	oorting	
(City)	(State)	(Zip) T	able I - Non	-Derivative	Securi	ties Acquir	ed, Disposed of,	or Beneficiall	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)	onDisposed o (Instr. 3, 4	f (D) 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	02/27/2013		Code V M	Amount 260,000	(D) A	Price \$ 5.73	630,065	D		
Common Stock	02/27/2013		S	260,000 (2)	D	\$ 30.8834	370,065	D		
Common Stock	02/28/2013		М	113,927	А	\$ 5.73	483,992	D		

113,927

(3)

\$

30.7867

370,065

D

D

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

S

Common

Stock

02/28/2013

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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. Transactio Code (Instr. 8)	orDeri Secu Acqu Disp	umber of vative urities uired (A) or posed of (D) r. 3, 4, and	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 Number Shares
Employee Stock Option (Right to Buy)	\$ 5.73	02/27/2013		М		260,000	<u>(1)</u>	03/20/2015	Common Stock	260,00
Employee Stock Option (Right to Buy)	\$ 5.73	02/28/2013		М		113,927	<u>(1)</u>	03/20/2015	Common Stock	113,92

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
FUSCO MARK ASPEN TECHNOLOGY, INC. 200 WHEELER ROAD BURLINGTON, MA 01803			President & CEO				
Signatures							
/s/ F.G. Hammond, Attorney-In-Fact		03/01/2013					

**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 option granted at the exercise price of \$5.73, representing a right to purchase 1,100,000 shares, was exercisable at grant with respect
 (1) to 500,000 shares. The remaining portion of the option became exercisable in 16 equal consecutive quarterly installments on the last day of each quarter, beginning on June 30, 2005.

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The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$30.69 to \$31.10, inclusive. The reporting person undertakes to provide to Aspen Technology, Inc., any security holder of Aspen Technology,

(2) In system to a system 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.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$30.55 to \$30.9950, inclusive. The reporting person undertakes to provide to Aspen Technology, Inc., any security holder of Aspen Technology,

(3) 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.

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.