

ASPEN GROUP, INC.
Form 4
April 25, 2016

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Mathews Michael

(Last) (First) (Middle)
1660 SOUTH ALBION STREET, SUITE 525
(Street)

DENVER, CO 80222

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ASPEN GROUP, INC. [ASPU]

3. Date of Earliest Transaction (Month/Day/Year)
04/22/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Executive Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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	04/22/2016		A	1,578,947	A (1) 6,074,505	D	
Common Stock	04/22/2016		M	12,106	A (2) 6,086,611	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)

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 Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Underlying (Instr. 3 and 4)
					(A)	(D)	Date Exercisable	Expiration Date	
Convertible Note	\$ 1	04/22/2016		D		300,000	03/13/2012	05/31/2017	Common Stock
Convertible Note	\$ 0.19	04/22/2016		A		300,000	04/22/2016	05/31/2017	Common Stock
Convertible Note	\$ 0.19	04/22/2016		M		300,000	04/22/2016	05/31/2017	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mathews Michael 1660 SOUTH ALBION STREET SUITE 525 DENVER, CO 80222	X		Chief Executive Officer	

Signatures

/s/ Michael Mathews
04/25/2016

__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).

In accordance with Rule 16b-3 of the Securities Exchange Act of 1934, the reporting person agreed to cancellation of the note previously issued to him in exchange for a new note ("New Note") having a lower conversion price. The reporting person converted the New Note on the Transaction Date.

(2) The shares were issued in lieu of cash interest accrued to date due under the cancelled note referenced in footnote (1) above.

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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