

KOTZABASAKIS MANOLIS E  
 Form 4  
 March 09, 2010

**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 \*  
**KOTZABASAKIS MANOLIS E**

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)  
 200 WHEELER RD.  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 03/05/2010

\_\_\_\_ Director  
 \_\_\_\_ Officer (give title below)  
 \_\_\_\_ 10% Owner  
 \_\_\_\_ Other (specify below)  
 SVP, Sales and Strategy

BURLINGTON, MA 01803

(City) (State) (Zip)

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

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	03/05/2010		M		20,000 A \$ 2.5	93,583	D
Common Stock	03/05/2010		S		20,000 D \$ 9.6811	73,583	D
Common Stock	03/08/2010		M		2 A \$ 2.98	73,585	D
Common Stock	03/08/2010		M		545 A \$ 2.98	74,130	D
Common Stock	03/08/2010		M		5,000 A \$ 2.5	79,130	D

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Common Stock      03/08/2010      S      5,547      D      \$ 9,6126      73,583      D

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 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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Stock Option (Right to Buy)	\$ 2.5	03/05/2010		M	20,000	12/31/2006 <sup>(1)</sup> 12/22/2012	Common Stock	20,000	
Common Stock Option (Right to Buy)	\$ 2.98	03/08/2010		M	2	08/19/2002 <sup>(2)</sup> 08/19/2012	Common Stock	2	
Common Stock Option (Right to Buy)	\$ 2.98	03/08/2010		M	545	08/19/2002 <sup>(3)</sup> 08/19/2012	Common Stock	545	
Common Stock Option (Right to Buy)	\$ 2.5	03/08/2010		M	5,000	12/31/2006 <sup>(4)</sup> 12/22/2012	Common Stock	5,000	

## Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer Other

KOTZABASAKIS MANOLIS E  
200 WHEELER RD.  
BURLINGTON, MA 01803

SVP, Sales and Strategy

## Signatures

F.G. Hammond,  
Attorney-In-Fact

03/09/2010

\_\_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 was granted at the exercise price of \$2.50 and vested in 16 equal quarterly installments beginning on the last day of the first quarter of 2003.
- (2) The option granted at the exercise price of \$2.98 and was fully vested on the date of grant.
- (3) The option granted at the exercise price of \$2.98 and was fully vested on the date of grant.
- (4) The option was granted at the exercise price of \$2.50 and vested in 16 equal quarterly installments beginning on the last day of the first quarter of 2003.

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.