

ASPEN TECHNOLOGY INC /DE/  
Form 4  
May 20, 2015

**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

OMB  
Number: 3235-0287  
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2005  
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response... 0.5

(Print or Type Responses)

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

(Last) (First) (Middle)

C/O ASPEN TECHNOLOGY,  
INC., 20 CROSBY DRIVE

(Street)

BEDFORD, MA 01730

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
ASPEN TECHNOLOGY INC /DE/  
[AZPN]

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/18/2015

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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	05/18/2015		M		3,094	A	\$ 10.93	82,476	D
Common Stock	05/18/2015		M		6,387	A	\$ 32.54	88,863	D
Common Stock	05/18/2015		M		6,851	A	\$ 23.38	95,714	D
Common Stock	05/18/2015		M		9,375	A	\$ 15.5	105,089	D
Common Stock	05/18/2015		S		25,707	D	\$ 43	79,382	D

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

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SEC 1474  
(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)	8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Employee Stock Option (Right to Buy)	\$ 10.93	05/18/2015		M	3,094	<u>(1)</u> 08/01/2017	Common Stock	3,094
Employee Stock Option (Right to Buy)	\$ 32.54	05/18/2015		M	6,387	<u>(2)</u> 07/31/2023	Common Stock	6,387
Employee Stock Option (Right to Buy)	\$ 23.38	05/18/2015		M	6,851	<u>(3)</u> 07/31/2022	Common Stock	6,851
Employee Stock Option (Right to Buy)	\$ 15.5	05/18/2015		M	9,375	<u>(4)</u> 07/31/2021	Common Stock	9,375

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other  
Executive VP & CFO

Sullivan Mark P.  
C/O ASPEN TECHNOLOGY, INC.  
20 CROSBY DRIVE  
BEDFORD, MA 01730

## Signatures

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

05/20/2015

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

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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