

Hammond F G
Form 4
August 30, 2012

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 *
Hammond F G

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)
ASPEN TECHNOLOGY, INC., 200 WHEELER ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/28/2012

____ Director
____ Officer (give title below) _____ 10% Owner
____ Other (specify below)
SVP & General Counsel

BURLINGTON, MA 01803

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

(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. 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	08/28/2012		M			2,880	A	\$ 9.55	68,030	D	
Common Stock	08/28/2012		M			4,800	A	\$ 9.55	72,830	D	
Common Stock	08/28/2012		M			4,669	A	\$ 5.27	77,499	D	
Common Stock	08/28/2012		M			3,533	A	\$ 5.27	81,032	D	
Common Stock	08/28/2012		S			10,753 (3) (4)	D	\$ 24.6091	70,279	D	

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Common Stock 08/28/2012 S 10,129 D \$ 24.1758 60,150 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)	8. Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 9.55	08/28/2012		M	2,880	<u>(1)</u> 11/08/2019	Common Stock	2,880
Employee Stock Option (Right to Buy)	\$ 9.55	08/28/2012		M	4,800	<u>(2)</u> 11/08/2019	Common Stock	4,800
Employee Stock Option (Right to Buy)	\$ 5.27	08/28/2012		M	4,669	<u>(6)</u> 09/14/2015	Common Stock	4,669
Employee Stock Option (Right to Buy)	\$ 5.27	08/28/2012		M	3,533	<u>(7)</u> 09/14/2015	Common Stock	3,533

