

Hammond F G
Form 4
May 04, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

(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)

3. Date of Earliest Transaction (Month/Day/Year)
05/02/2018

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

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

(Street)

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

BEDFORD, MA 01730

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/02/2018		M		5,960	A	\$ 44.38
Common Stock	05/02/2018		M		4,809	A	\$ 45.46
Common Stock	05/02/2018		S		12,354	D	\$ 88
Common Stock	05/03/2018		M		1,045	A	\$ 32.45
Common Stock	05/03/2018		M		2,029	A	\$ 43.44

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Common Stock	05/03/2018	M	596	A	\$ 44.38	25,238	D
Common Stock	05/03/2018	S	3,670	D	\$ 88	21,568	D

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
Employee Stock Option (Right to Buy)	\$ 44.38	05/02/2018		M	5,960	<u>(1)</u> 08/02/2025	Common Stock	5,960
Employee Stock Option (Right to Buy)	\$ 45.46	05/02/2018		M	4,809	<u>(2)</u> 08/31/2026	Common Stock	4,809
Employee Stock Option (Right to Buy)	\$ 32.54	05/03/2018		M	1,045	<u>(3)</u> 07/31/2023	Common Stock	1,045
Employee Stock Option (Right to Buy)	\$ 43.44	05/03/2018		M	2,029	<u>(4)</u> 07/31/2024	Common Stock	2,029
	\$ 44.38	05/03/2018		M	596	<u>(1)</u> 08/02/2025		596

Employee
Stock
Option
(Right to
Buy)

Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hammond F G C/O ASPEN TECHNOLOGY, INC. 20 CROSBY DRIVE BEDFORD, MA 01730			Senior VP & General Counsel	

Signatures

/s/ F. G.
Hammond

05/04/2018

**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 \$44.38, vests in 16 equal consecutive quarterly installments on the last business day of each quarter, beginning on September 30, 2015.
 - (2) The option granted at the exercise price of \$45.46, vests in 16 equal consecutive quarterly installments on the last business day of each quarter, beginning on September 30, 2016.
 - (3) The option granted at the exercise price of \$32.54, vests in 16 equal consecutive quarterly installments on the last business day of each quarter, beginning on September 30, 2013.
 - (4) The option granted at the exercise price of \$43.44, vests in 16 equal consecutive quarterly installments on the last business day of each quarter, beginning on September 30, 2014.

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.