Hammond F G
Form 4
August 30, 2012

FORM 4

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

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

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Hammond F G

(Last) (First) (Middle)

ASPEN TECHNOLOGY, INC., 200 WHEELER ROAD

(Street)

BURLINGTON, MA 01803

(City) (State) (Zip)

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

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

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)
SVP & General Counsel

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	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	

Common Stock	08/28/2012		S	10,129 (5)	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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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 D S (I
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Option (Right to Buy)	$ 9.55	08/28/2012		M			2,880	(1)	11/08/2019	Common Stock	2,880	
Employee Stock Option (Right to Buy)	$ 9.55	08/28/2012		M			4,800	(2)	11/08/2019	Common Stock	4,800	
Employee Stock Option (Right to Buy)	$ 5.27	08/28/2012		M			4,669	(6)	09/14/2015	Common Stock	4,669	
Employee Stock Option (Right to Buy)	$ 5.27	08/28/2012		M			3,533	(7)	09/14/2015	Common Stock	3,533	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hammond F G ASPEN TECHNOLOGY, INC. 200 WHEELER ROAD BURLINGTON, MA 01803			SVP & General Counsel	

Signatures

/s/ F.G. Hammond	08/30/2012
**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 $9.55, representing a right to purchase 5,760 shares, became exercisable in 6 equal consecutive quarterly installments on the last day of each quarter, beginning on September 30, 2010.

(2) The option granted at the exercise price of $9.55, representing a right to purchase 9,600 shares, was fully vested on the date of grant.

(3) The sale as to 8,202 shares was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 11, 2012.

(4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $24.00 to $24.0350, inclusive. The reporting person undertakes to provide to Aspen Technology, Inc., any security holder of Aspen Technology, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $24.04 to $25.0035, inclusive. The reporting person undertakes to provide to Aspen Technology, Inc., any security holder of Aspen Technology, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(6) The option granted at the exercise price of $5.27, representing a right to purchase 100,000 shares, was vested at grant with respect to 15,000 shares, and became exercisable with respect to an additional 5,000 shares on October 1, 2005, and as to an additional 15,000 shares on November 9, 2005. The remaining portion of the option became exercisable in 13 equal consecutive quarterly installments on the last day of each quarter, beginning on December 31, 2005.

(7) The option granted at the exercise price of $5.27, representing a right to purchase 100,000 shares, became exercisable in 16 equal consecutive quarterly installments on the last day of each quarter, beginning on December 31, 2005.

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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