

Hammond F G  
Form 4  
November 07, 2012

**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

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(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

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/05/2012

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

(Street)  
BURLINGTON, MA 01803

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------|------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount                | (A) or (D) | Price                                                                                         |                                                          |                                                       |
| Common Stock                    | 11/05/2012                           |                                                    | M                              |                                                                   | 24,000                | A          | \$ 10.42                                                                                      | 82,178                                                   | D                                                     |
| Common Stock                    | 11/05/2012                           |                                                    | M                              |                                                                   | 2,880                 | A          | \$ 9.55                                                                                       | 85,058                                                   | D                                                     |
| Common Stock                    | 11/05/2012                           |                                                    | M                              |                                                                   | 4,800                 | A          | \$ 9.55                                                                                       | 89,858                                                   | D                                                     |
| Common Stock                    | 11/05/2012                           |                                                    | M                              |                                                                   | 7,221                 | A          | \$ 5.27                                                                                       | 97,079                                                   | D                                                     |
| Common Stock                    | 11/05/2012                           |                                                    | S                              |                                                                   | 38,901 <sup>(4)</sup> | D          | \$ 26.5521                                                                                    | 58,178                                                   | D                                                     |

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Common Stock      11/05/2012      S      8,941  
(5)      D      \$ 26.5504      49,237      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 Security (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                            |
| Employee Stock Option (Right to Buy)       | \$ 10.42                                               | 11/05/2012                           |                                                    | M                              | 24,000                                                                                  | (1) 11/16/2013                                           | Common Stock 24,000                                         |
| Employee Stock Option (Right to Buy)       | \$ 9.55                                                | 11/05/2012                           |                                                    | M                              | 2,880                                                                                   | (2) 11/08/2019                                           | Common Stock 2,880                                          |
| Employee Stock Option (Right to Buy)       | \$ 9.55                                                | 11/05/2012                           |                                                    | M                              | 4,800                                                                                   | 11/09/2009(3) 11/08/2019                                 | Common Stock 4,800                                          |
| Employee Stock Option (Right to Buy)       | \$ 5.27                                                | 11/05/2012                           |                                                    | M                              | 7,221                                                                                   | (6) 09/14/2015                                           | Common Stock 7,221                                          |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

## Edgar Filing: Hammond F G - Form 4

Director      10% Owner      Officer      Other

Hammond F G  
ASPEN TECHNOLOGY, INC.  
200 WHEELER ROAD  
BURLINGTON, MA 01803

SVP &  
General  
Counsel

## Signatures

/s/ F.G.

11/07/2012

Hammond

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 \$10.42, representing a right to purchase a total of 24,000 shares, became exercisable in 16 equal consecutive quarterly installments on the last business day of each quarter, beginning on December 29, 2006.
- (2) 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 business day of each quarter, beginning on March 31, 2010.
- (3) 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.  
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$26.40 to \$26.74, 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.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$26.37 to \$26.74, 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 \$26.37 to \$26.74, 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 price of \$5.27, representing a right to purchase 100,000 shares, became exercisable as follows: 15,000 shares September 15, 2005; 5,000 shares on October 1, 2005; 15,000 shares on November 9, 2005; and the remaining 65,000 shares became exercisable in 13 equal consecutive quarterly installments beginning 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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