

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <b>HAROIAN GARY E</b>			2. Issuer Name and Ticker or Trading Symbol <b>ASPEN TECHNOLOGY INC /DE/ [ AZPN ]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>11/05/2012</b>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
ASPEN TECHNOLOGY, INC. 200 WHEELER ROAD			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <b>BURLINGTON MA 01803</b>								
(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	\$8.12	43,337	D	
Common Stock	11/05/2012		M		3,000	A	\$13.51	46,337	D	
Common Stock	11/05/2012		M		3,000	A	\$10.42	49,337	D	
Common Stock	11/05/2012		M		3,000	A	\$10.42	52,337	D	
Common Stock	11/05/2012		S		33,000 <sup>(4)</sup>	D	\$26.5515	19,337	D	
Common Stock	11/05/2012		S		16,209 <sup>(5)</sup>	D	\$26.55	3,128	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Director Stock Option (Right to Buy)	\$8.12	11/05/2012		M			24,000	(1)	12/08/2013	Common Stock	24,000	\$0	0	D	
Director Stock Option (Right to Buy)	\$13.51	11/05/2012		M			3,000	05/17/2006 <sup>(2)</sup>	05/16/2013	Common Stock	3,000	\$0	0	D	
Director Stock Option (Right to Buy)	\$10.42	11/05/2012		M			3,000	11/17/2006 <sup>(3)</sup>	11/16/2013	Common Stock	3,000	\$0	0	D	
Director Stock Option (Right to Buy)	\$10.42	11/05/2012		M			3,000	11/17/2006 <sup>(3)</sup>	11/16/2013	Common Stock	3,000	\$0	0	D	

**Explanation of Responses:**

- The option granted at the exercise price of \$8.12, representing a right to purchase 24,000 shares, became exercisable in 12 equal consecutive quarterly installments on the last day of each quarter, beginning on March 31, 2004.
- The option granted at the exercise price of \$13.51, representing a right to purchase 3,000 shares, was fully vested on the date of grant.
- The option granted at the exercise price of \$10.42, representing a right to purchase 3,000 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 \$26.38 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.
- 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.

/s/ F.G. Hammond, Attorney-In- 11/07/2012

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**