FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT C	OF CHANGES IN E	BENEFICIAL	OWNERSHIP

OMB APPRO)VAL
OMB Number:	3235-0287
Estimated average burd	en
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).

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

Common Stock	1. Name and Address of Reporting Person* <u>Pietri Antonio J</u>					2. Issuer Name and Ticker or Trading Symbol ASPEN TECHNOLOGY INC /DE/												p of Reportin	g Person(s) to Issuer						
(Street) BURLINGTON MA O1803 Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3) Table I - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 4) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 4) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 4) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 4) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 5) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 5) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 5) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 5) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 5) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 5) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 5) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 5) Table II - Derivative Securities Acquired, Disposed of, Ordan (Instr. 5) Table II - Derivative Securities Acquired, Dispos					$1\overline{1}$											X	Direc	ctor	10% Owner)wner				
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Explanation of Responses:

1. Shares withheld by Registrant to satisfy statutory tax withholding requirements on vesting of Restricted Stock Units and distribution of stock.

/s/ F.G. Hammond, Attorney-01/03/2014 **In-Fact**

** Signature of Reporting Person Date

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.