FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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JII, D.C. 20549	OMB APPROVAL				
IN BENEFICIAL OWNERSHIP	OMB Number:	3235-0287			

Check this box if no longer subject to Section 16. Form 4 or Form 5	STATEMENT OF CHANGES IN BENEFICIAL C
obligations may continue. See Instruction 1(b).	Filed pursuant to Section 16(a) of the Securities Exchange Act of Section 30(h) of the Investment Company Act of 1940

Ites Exchange Act of 1934

Name and Address of Reporting Person* Sullivan Mark P.						2. Issuer Name and Ticker or Trading Symbol ASPEN TECHNOLOGY INC /DE/ [AZPN							5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
Sumvan Mark F.					Пı	1								Direc			Owner	
(Last) (First) (Middle)														X	Offic belov	er (give title w)	Other below	(specify)
(Last)	(FI	(St)	wiidale)	1	3. D	ate of	Earlies	t Tran	saction	(Mont	h/Dav/Year)					Executive	VP & CFO	
C/O ASP	EN TECHI	NOLOGY, INC.				3. Date of Earliest Transaction (Month/Day/Year) 09/02/2014										Litecutive	71 0 010	
200 WHI	EELER RO	ΔD																
200 WIII	LLLIK KO				4 16	4. If Amondment, Date of Original Filed (Month/Day/Mass)								C. Individual or Joint/Croup Filing (Check Applicable				
,					- 4. 11	4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable Line)				
(Street)													Ι.	· '				
BURLIN	GTON M	Α (1803											X Form filed by One Reporting Person				
					.									Form filed by More than One Reporting Person				orting
(0),	(0)		- : \												1 613	OH		
(City)	(St	ate) (Zip)															
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		Tabi		VOII-DCIIV	alive	3000	ai itic	3 70	quiic	-u, Di	эрозеи о	, OI L	CHETIC	any v	JVVIII			
1. Title of S	ecurity (Inst	r. 3)		2. Transaction	on				3.		4. Securities			5. Amount of			6. Ownership	7. Nature
				Date (Month/Day/	(Vear)	ear) Execution Date, if any (Month/Day/Year)		ite,	Transaction Disposed Of (D) (Instr. 3, 4 and Code (Instr.			r. 3, 4 and	d 5) Securities Beneficially			Form: Direct (D) or Indirect	of Indirect Beneficial Ownership	
				(WOIIIII/Day/	Teal)			8)				Owned		d Following (i)	(I) (Instr. 4)			
						' '						Reported		rted action(s)		(Instr. 4)		
									Code	v	Amount	(A) or (D)	Price			3 and 4)		
Common	Stock			09/02/20	14			S		7,938	D	\$41.67	5 2 ⁽¹⁾	(99,745	D		
Common	Otock			03/02/20	717						7,350		Ψ-11.07	<i>J</i> 2		75,7 45		
		Ta	ble II	- Derivat	ive S	ecuri	ties /	Acai	uired.	. Disr	osed of.	or Be	neficial	lv Ov	vned			
											convertib							
						,						Т		_				1
1. Title of Derivative	2. Conversion	3. Transaction Date	3A. De		4. Transa	ction	Derivative Securities		Expiration Date (Month/Day/Year) Amour Securi Under						ice of	9. Number of derivative	f 10. Ownership	11. Nature of Indirect
Security	or Exercise	(Month/Day/Year)	if any (Month/Day/Y		Code (Securities		Security	Securities	Form:	Beneficial
(Instr. 3)	Price of	' '		h/Day/Year)	8)							Underl		(Inst	r. 5)	Beneficially	Direct (D)	Ownership
Derivative Security						Acquired (A) or			Derivative Security (Instr.			,		Owned Following	or Indirect (I) (Instr. 4)	(Instr. 4)		
					Disposed of (D) (Instr. 3, 4 and 5)			and 4)			ly (mon o	"		Reported	(1) (11150. 4)			
													Transaction(s) (Instr. 4)	(s)				
			and 3)		_			T	 		-							
													Amount or					
													Number					
]]]],						ode V (A) (D)				Date Expiration Exercisable Date		of Title Shares						
	l	1	I		Coue	ľ	(^)	(4)	Exerc	JISADIE	Date	Title	Julianes	1		l	1	1

Explanation of Responses:

1. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$41.664 to \$41.702, 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-infact for Mr. Sulllivan 09/03/2014

** 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.