

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
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1. Name and Address of Reporting Person* <u>JENNINGS STEPHEN M</u> (Last) (First) (Middle) <u>ASPEN TECHNOLOGY, INC.</u> <u>200 WHEELER ROAD</u> (Street) <u>BURLINGTON MA 01803</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ASPEN TECHNOLOGY INC /DE/ [AZPN]</u>	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)
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/03/2012</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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

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	12/03/2012		M		3,000	A	\$8.12	22,337	D	
Common Stock	12/03/2012		M		3,000	A	\$8.28	25,337	D	
Common Stock	12/03/2012		M		3,000	A	\$6.54	28,337	D	
Common Stock	12/03/2012		M		3,000	A	\$7.06	31,337	D	
Common Stock	12/03/2012		M		3,000	A	\$5.73	34,337	D	
Common Stock	12/03/2012		M		3,000	A	\$5.56	37,337	D	
Common Stock	12/03/2012		M		3,000	A	\$5.34	40,337	D	
Common Stock	12/03/2012		M		3,000	A	\$13.51	43,337	D	
Common Stock	12/03/2012		M		3,000	A	\$10.42	46,337	D	
Common Stock	12/03/2012		M		3,300	A	\$10.93	49,637	D	
Common Stock	12/03/2012		M		6,048	A	\$15.5	55,685	D	
Common Stock	12/03/2012		M		4,010	A	\$23.38	59,695	D	
Common Stock	12/03/2012		M		3,000	A	\$10.42	62,695	D	
Common Stock	12/03/2012		S		43,358 ⁽¹⁾	D	\$26.0544	19,337	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					
Director Stock Option (Right to Buy)	\$8.12	12/03/2012		M			3,000	12/09/2003	12/08/2013	Common Stock	3,000	\$0	0	D
Director Stock Option (Right to Buy)	\$8.28	12/03/2012		M			3,000	03/31/2004	03/30/2014	Common Stock	3,000	\$0	0	D

