FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

wasnington, D.C. 20549

49	OMB APPROVAL
	OIVID AFFROVAL

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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

1. Name and Address of Reporting Person* JENNINGS STEPHEN M						2. Issuer Name and Ticker or Trading Symbol ASPEN TECHNOLOGY INC /DE/ AZPN										5. Relationship of Reportin (Check all applicable) X Director			vner
	TECHNOL	OGY, INC.	(Middle)			3. Date of Earliest Transaction (Month/Day/Year) 12/03/2012									Officer below)	(give title		Other (s below)	specity
200 WH	EELER RC	4. 11	f Amen	dmer	nt, Date	of Origin	nal Fil	ed (Month/Da		6. Individual or Joint/Group Filing (Check Applicable									
(Street) BURLIN	IGTON M	ÍA (01803		_								Line) X	Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(S	tate)	(Zip)																
		Tab	le I - N	on-Deriv	ative					d, Di	sposed o			ially	Owned	l			
1. Title of Security (Instr. 3)				2. Transac Date (Month/Da		2A. Deemed Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8)		4. Securities Acquired Disposed Of (D) (Instr.				5. Amount of Securities Beneficially Owned Following Reported		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
										v	Amount	(A) or (D) Price			Transaction(s) (Instr. 3 and 4)				(111511.4)
Common	Stock			12/03/2	2012	2			M		3,000	A	\$8	.12	22	,337	37 D		
Common	Stock			12/03/2				M		3,000	A	\$8.28		25	5,337		D		
Common	Stock			12/03/2				M		3,000	A	\$6.54		28	28,337		D		
Common	Stock			12/03/2	2			M		3,000	A	\$7.06		31	1,337		D		
Common	Stock			12/03/2	12/03/2012						3,000	A	\$5.73		34	1,337		D	
Common Stock				12/03/2				M		3,000	A	\$5.56		37	7,337		D		
				12/03/2	2			M		3,000	A	\$5.34		40),337		D		
Common Stock				12/03/2				M		3,000	A	\$13	\$13.51 4		3,337		D		
Common	Stock			12/03/2	12/03/2012						3,000	A	\$10.42		46	5,337		D	
Common	Stock			12/03/2	2			M		3,300	A	\$10.93		49	9,637		D		
Common	Stock			12/03/2			M		6,048	A	\$15.5		55,685			D			
Common	Stock			12/03/2012		2		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		2		S		43,358(1)	D	\$26.0544					D		
		T	able II								posed of, converti				wned				
1. Title of Derivative Security (Instr. 3)	le of 2. 3. Transaction Sacurative Conversion Date Execution or Exercise (Month/Day/Year) if any				ction	5. Number of			Exerc	isable and	7. Title and Amount of Securities Underlying Derivative Secu (Instr. 3 and 4)		8. De Se	. Price of erivative ecurity nstr. 5)	9. Number derivative Securities Beneficial Owned Following Reported Transactio (Instr. 4)	is lly	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
					Code	v	(A)	(D)	Date Exercis	able	Expiration Date	Title	Amou or Numb of Share	oer					
Director Stock Option (Right to Buy)	\$8.12	12/03/2012			M			3,000	12/09/2	2003	12/08/2013	Common Stock	3,00	00	\$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	

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.		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	Amount or Number of Shares				
Director Stock Option (Right to Buy)	\$6.54	12/03/2012		М			3,000	06/30/2004	06/29/2014	Common Stock	3,000	\$0	0	D	
Director Stock Option (Right to Buy)	\$7.06	12/03/2012		М			3,000	09/30/2004	09/29/2014	Common Stock	3,000	\$0	0	D	
Director Stock Option (Right to Buy)	\$5.73	12/03/2012		М			3,000	03/21/2005	03/20/2015	Common Stock	3,000	\$0	0	D	
Director Stock Option (Right to Buy)	\$5.56	12/03/2012		М			3,000	03/31/2005	03/30/2015	Common Stock	3,000	\$0	0	D	
Director Stock Option (Right to Buy)	\$5.34	12/03/2012		М			3,000	06/30/2005	06/29/2015	Common Stock	3,000	\$0	0	D	
Director Stock Option (Right to Buy)	\$13.51	12/03/2012		М			3,000	05/12/2006	05/11/2013	Common Stock	3,000	\$0	0	D	
Director Stock Option (Right to Buy)	\$10.42	12/03/2012		М			3,000	11/17/2006	11/16/2013	Common Stock	3,000	\$0	0	D	
Director Stock Option (Right to Buy)	\$10.93	12/03/2012		М			3,300	08/02/2010	08/01/2020	Common Stock	3,300	\$0	0	D	
Director Stock Option (Right to Buy)	\$15.5	12/03/2012		М			6,048	08/01/2011	07/31/2021	Common Stock	6,048	\$0	0	D	
Director Stock Option (Right to Buy)	\$23.38	12/03/2012		М			4,010	08/01/2012	07/31/2022	Common Stock	4,010	\$0	0	D	
Director Stock Option (Right to Buy)	\$10.42	12/03/2012		М			3,000	11/17/2006	11/16/2013	Common Stock	3,000	\$0	0	D	

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 \$26.0143 to \$26.1050, 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-

12/05/2012

tlv.

** 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.

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