

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	
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1. Name and Address of Reporting Person* <u>KOTZABASAKIS MANOLIS E</u>			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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>SVP, Sales and Strategy</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>03/05/2010</u>			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		
200 WHEELER RD.			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>BURLINGTON MA 01803</u>								
(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	03/05/2010		M		20,000	A	\$2.5	93,583	D	
Common Stock	03/05/2010		S		20,000	D	\$9.6811	73,583	D	
Common Stock	03/08/2010		M		2	A	\$2.98	73,585	D	
Common Stock	03/08/2010		M		545	A	\$2.98	74,130	D	
Common Stock	03/08/2010		M		5,000	A	\$2.5	79,130	D	
Common Stock	03/08/2010		S		5,547	D	\$9.6126	73,583	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					
Common Stock Option (Right to Buy)	\$2.5	03/05/2010		M			20,000	12/31/2006 ⁽¹⁾	12/22/2012	Common Stock 20,000	\$0	5,000	D	
Common Stock Option (Right to Buy)	\$2.98	03/08/2010		M		2		08/19/2002 ⁽²⁾	08/19/2012	Common Stock 2	\$0	0	D	
Common Stock Option (Right to Buy)	\$2.98	03/08/2010		M		545		08/19/2002 ⁽³⁾	08/19/2012	Common Stock 545	\$0	0	D	
Common Stock Option (Right to Buy)	\$2.5	03/08/2010		M		5,000		12/31/2006 ⁽⁴⁾	12/22/2012	Common Stock 5,000	\$0	0	D	

Explanation of Responses:

- The option was granted at the exercise price of \$2.50 and vested in 16 equal quarterly installments beginning on the last day of the first quarter of 2003.
- The option granted at the exercise price of \$2.98 and was fully vested on the date of grant.
- The option granted at the exercise price of \$2.98 and was fully vested on the date of grant.
- The option was granted at the exercise price of \$2.50 and vested in 16 equal quarterly installments beginning on the last day of the first quarter of 2003.

F.G. Hammond, Attorney-In-Fact

03/09/2010

** 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.