

**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>Sullivan Mark P.</u>  (Last) (First) (Middle) ASPEN TECHNOLOGY, INC. 200 WHEELER ROAD  (Street) BURLINGTON MA 01803  (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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>EVP &amp; CFO</b>
	3. Date of Earliest Transaction (Month/Day/Year) 05/23/2014	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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	05/23/2014		M		3,094	A	\$10.93	94,576	D	
Common Stock	05/23/2014		M		2,344	A	\$15.5	96,920	D	
Common Stock	05/23/2014		M		1,712	A	\$23.38	98,632	D	
Common Stock	05/23/2014		M		1,596	A	\$32.54	100,228	D	
Common Stock	05/23/2014		S		8,746	D	\$44	91,482	D	
Common Stock	05/27/2014		S		3,800	D	\$45.01	87,682	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					
Employee Stock Option (Right to Buy)	\$10.93	05/23/2014		M			3,094	(1)	08/01/2017	Common Stock 3,094	\$0	3,094	D	
Employee Stock Option (Right to Buy)	\$15.5	05/23/2014		M			2,344	(2)	07/31/2021	Common Stock 2,344	\$0	11,719	D	
Employee Stock Option (Right to Buy)	\$23.38	05/23/2014		M			1,712	(3)	07/31/2022	Common Stock 1,712	\$0	15,414	D	
Employee Stock Option (Right to Buy)	\$32.54	05/23/2014		M			1,596	(4)	07/31/2023	Common Stock 1,596	\$0	20,757	D	

**Explanation of Responses:**

- The option granted at the exercise price of \$10.93, representing a right to purchase 49,500 shares, becomes exercisable in 16 equal consecutive quarterly installments on the last business day of each quarter beginning on September 30, 2010.
- The option granted at the exercise price of \$15.50, representing a right to purchase 37,500 shares, becomes exercisable in 16 equal consecutive quarterly installments on the last business day of each quarter, beginning September 30, 2011.
- The option granted at the exercise price of \$23.38, representing a right to purchase 27,401 shares, becomes exercisable in 16 equal consecutive quarterly installments on the last business day of each quarter, beginning on September 28, 2012.
- The option, granted at an exercise price of \$32.54, representing a right to purchase 25,546 shares, becomes exercisable in 16 equal consecutive quarterly installments on the last business day of the quarter beginning on September 30, 2013.

/s/ E.G. Hammond, attorney-in- 05/28/2014

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.**