

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 * FUSCO MARK _____ (Last) (First) (Middle) ASPEN TECHNOLOGY, INC. 200 WHEELER ROAD _____ (Street) BURLINGTON MA 01803 _____ (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol ASPEN TECHNOLOGY INC /DE/ [AZPN] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President & CEO |
| | 3. Date of Earliest Transaction (Month/Day/Year) 09/05/2013 | |
| 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 | 09/05/2013 | | M | | 9,331 | A | \$9.55 | 317,320 | D | |
| Common Stock | 09/05/2013 | | M | | 10,471 | A | \$9.55 | 327,791 | D | |
| Common Stock | 09/05/2013 | | M | | 8,250 | A | \$10.93 | 336,041 | D | |
| Common Stock | 09/05/2013 | | M | | 6,250 | A | \$15.5 | 342,291 | D | |
| Common Stock | 09/05/2013 | | M | | 555 | A | \$23.38 | 342,846 | D | |
| Common Stock | 09/05/2013 | | S | | 34,857 ⁽⁵⁾ | D | \$34.2794 | 307,989 | D | |
| Common Stock | 09/06/2013 | | M | | 5,292 | A | \$23.38 | 313,281 | D | |
| Common Stock | 09/06/2013 | | S | | 5,292 ⁽⁷⁾ | D | \$34.2648 | 307,989 | D | |
| Common Stock | 09/06/2013 | | S | | 6,800 ⁽⁹⁾ | D | \$34.4099 | 301,189 | 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 | | | | | | Title |
| Employee Stock Option (Right to Buy) | \$9.55 | 09/05/2013 | | M | | | 9,331 | (1) | 11/08/2019 | Common Stock | 9,331 | \$0 | 0 | D | |
| Employee Stock Option (Right to Buy) | \$9.55 | 09/05/2013 | | M | | | 10,471 | (2) | 11/08/2019 | Common Stock | 10,471 | \$0 | 0 | D | |
| Employee Stock Option (Right to Buy) | \$10.93 | 09/05/2013 | | M | | | 8,250 | (3) | 08/01/2020 | Common Stock | 8,250 | \$0 | 33,000 | D | |
| Employee Stock Option (Right to Buy) | \$15.5 | 09/05/2013 | | M | | | 6,250 | (4) | 07/31/2021 | Common Stock | 6,250 | \$0 | 50,000 | D | |
| Employee Stock Option (Right to Buy) | \$23.38 | 09/05/2013 | | M | | | 555 | (6) | 07/31/2022 | Common Stock | 555 | \$0 | 75,465 | D | |

