

OMB APPROVAL	
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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

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) 04/28/2010	
	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 <input type="checkbox"/> 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	04/28/2010		M		6,250 ⁽¹⁾	A	\$0	443,107	D	
Common Stock ⁽⁷⁾	04/28/2010		F		1,985	D	\$11.45	441,122	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
Restricted Stock Units ⁽²⁾	\$0 ⁽³⁾	04/28/2010		M			6,250	⁽⁵⁾	⁽⁶⁾	Common Stock	6,250	\$0 ⁽⁴⁾	6,250	D	

Explanation of Responses:

- Restricted Stock Units do not have an exercise price.
- Each restricted stock unit represents a contingent right to receive one share of Aspen Technology, Inc. common stock.
- Restricted Stock Units do not have an exercise price.
- Restricted Stock Units do not have an exercise price.
- The Restricted Stock Unit vested as to 25% on achievement of specified performance goals in the fiscal year ending June 30, 2007 and the balance vests in 12 equal quarterly installments thereafter.
- The Restricted Stock Unit vested as to 25% on achievement of specified performance goals in the fiscal year ending June 30, 2007 and the balance vests in 12 equal quarterly installments thereafter.
- Shares withheld by Registrant to satisfy statutory tax withholding requirements on vesting of Restricted Stock Units and distribution of stock.

Remarks:

Revised PoA attached.

/s/F.G. Hammond, Attorney-In-Fact 04/30/2010

** 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.

LIMITED POWER OF ATTORNEY
FOR SECTION 16 REPORTING OBLIGATIONS

Know all by these present that the undersigned hereby makes constitutes and appoints and Frederic G. Hammond signing singly and acting individually, as the undersigned's true and lawful attorney in fact with full power and authority as hereinafter described to

1 execute for and on behalf of the undersigned in the undersigned's capacity as an officer and or director of Aspen Technology Inc. the Company Forms 3 4 and 5 including any amendments thereto in accordance with Section 16a of the Securities Exchange Act of 1934 and the rules thereunder the Exchange Act

2 do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to prepare complete and execute any such Form 3 4 or 5 prepare, complete and execute any amendment or amendments thereto and timely deliver and file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority

3 seek or obtain as the undersigned's representative and on the undersigned's behalf information regarding transactions in the Company's securities from any third party including brokers employee benefit plan administrators and trustees and the undersigned hereby authorizes any such person to release any such information to such attorney in fact and approves and ratifies any such release of information and

4 take any other action of any type whatsoever in connection with the foregoing which in the opinion of such attorney in fact may be of benefit to in the best interest of or legally required by the undersigned it being understood that the documents executed by such attorney in fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney in fact may approve in such attorney in fact's discretion.

The undersigned hereby grants such attorney in fact full power and authority to do and perform any and every act and thing whatsoever requisite necessary or proper to be done in the exercise of any of the rights and powers herein granted as fully to all intents and purposes as the undersigned might or could do if personally present with full power of substitution or revocation hereby ratifying and confirming all that such attorney in fact or such attorney in fact's substitute or substitutes shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney in fact in serving in such capacity at the request of the undersigned are not assuming nor relieving nor is the Company assuming nor relieving any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act. The undersigned acknowledges that neither the Company nor the foregoing attorney in fact assume i any liability for the undersigned's responsibility to comply with the requirement of the Exchange Act ii any liability of the undersigned for any failure to comply with such requirements or iii any obligation or liability of the undersigned for profit disgorgement under Section 16b of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney in fact.

IN WITNESS WHEREOF the undersigned has caused this Power of Attorney to be executed as of this 15th day of April 2010.

/s/ Mark E. Fusco

Mark E. Fusco

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