

**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 |
| Estimated average burden hours per response: | 0.5       |

|  |  |   |
|--|--|---|
| 1. Name and Address of Reporting Person*<br><u>MCARDLE JOAN C</u><br><br>(Last) (First) (Middle)<br><u>C/O ASPEN TECHNOLOGY, INC.</u><br><u>20 CROSBY DRIVE</u><br><br>(Street)<br><u>BEDFORD MA 01730</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>ASPEN TECHNOLOGY INC /DE/ [ AZPN ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br>Officer (give title below) Other (specify below) |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>02/17/2015</u>                    |   |
| 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                    | 02/17/2015                           |  | M                              |   | 3,000   | A          | \$5.73                   | 27,106  | D  |   |
| Common Stock                    | 02/17/2015                           |  | M                              |   | 3,000   | A          | \$5.56                   | 30,106  | D  |   |
| Common Stock                    | 02/17/2015                           |  | S                              |   | 3,000   | D          | \$38.7458 <sup>(1)</sup> | 27,106  | D  |   |
| Common Stock                    | 02/17/2015                           |  | S                              |   | 3,000   | D          | \$38.73                  | 24,106  | 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 |
| Director Stock Option (Right to Buy)       | \$5.73   | 02/17/2015                           |  | M                              |   |  | 3,000 | 03/21/2005 <sup>(2)</sup>                                | 03/20/2015      | Common Stock  | 3,000                                      | \$0  | 0   | D  |       |
| Director Stock Option (Right to Buy)       | \$5.56   | 02/17/2015                           |  | M                              |   |  | 3,000 | 03/31/2005 <sup>(3)</sup>                                | 03/30/2015      | Common Stock  | 3,000                                      | \$0  | 0   | D  |       |

**Explanation of Responses:**

- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$38.71 to \$38.76, 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.
- The option granted at the exercise price of \$5.73, representing a right to purchase 3,000 shares, was fully vested on the date of grant.
- The option granted at the exercise price of \$5.56, representing a right to purchase 3,000 shares, was fully vested on the date of grant.

/s/ F.G. Hammond, attorney-in-fact for Ms. McArdle 02/19/2015

\*\* 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.