

**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>Hammond F G</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) <u>SVP &amp; General Counsel</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/28/2012</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	08/28/2012		M		2,880	A	\$9.55	68,030	D	
Common Stock	08/28/2012		M		4,800	A	\$9.55	72,830	D	
Common Stock	08/28/2012		M		4,669	A	\$5.27	77,499	D	
Common Stock	08/28/2012		M		3,533	A	\$5.27	81,032	D	
Common Stock	08/28/2012		S		10,753 <sup>(3)(4)</sup>	D	\$24.6091	70,279	D	
Common Stock	08/28/2012		S		10,129 <sup>(5)</sup>	D	\$24.1758	60,150	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	08/28/2012		M			2,880	(1)	11/08/2019	Common Stock	2,880	\$0	2,880	D	
Employee Stock Option (Right to Buy)	\$9.55	08/28/2012		M			4,800	(2)	11/08/2019	Common Stock	4,800	\$0	4,800	D	
Employee Stock Option (Right to Buy)	\$5.27	08/28/2012		M			4,669	(6)	09/14/2015	Common Stock	4,669	\$0	16,054	D	
Employee Stock Option (Right to Buy)	\$5.27	08/28/2012		M			3,533	(7)	09/14/2015	Common Stock	3,533	\$0	0	D	

**Explanation of Responses:**

- The option granted at the exercise price of \$9.55, representing a right to purchase 5,760 shares, became exercisable in 6 equal consecutive quarterly installments on the last day of each quarter, beginning on September 30, 2010.
- The option granted at the exercise price of \$9.55, representing a right to purchase 9,600 shares, was fully vested on the date of grant.
- The sale as to 8,202 shares was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 11, 2012.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$24.00 to \$24.0350, 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 price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$24.04 to \$25.0035, 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.

6. The option granted at the exercise price of \$5.27, representing a right to purchase 100,000 shares, was vested at grant with respect to 15,000 shares, and became exercisable with respect to an additional 5,000 shares on October 1, 2005, and as to an additional 15,000 shares on November 9, 2005. The remaining portion of the option became exercisable in 13 equal consecutive quarterly installments on the last day of each quarter, beginning on December 31, 2005.

7. The option granted at the exercise price of \$5.27, representing a right to purchase 100,000 shares, became exercisable in 16 equal consecutive quarterly installments on the last day of each quarter, beginning on December 31, 2005.

/s/ F.G. Hammond

08/30/2012

\*\* 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.

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