

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* <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>02/06/2014</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	02/06/2014		M		976	A	\$15.5	40,827	D	
Common Stock	02/06/2014		M		3,884	A	\$23.38	44,711	D	
Common Stock	02/06/2014		M		1,578	A	\$10.93	46,289	D	
Common Stock	02/06/2014		S		7,911	D	\$44.5103 <sup>(1)</sup>	38,378	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	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$15.5	02/06/2014		M			976	(2)	07/31/2021	Common Stock	976	\$0	5,860	D		
Employee Stock Option (Right to Buy)	\$23.38	02/06/2014		M			3,884	(3)	07/31/2022	Common Stock	3,884	\$0	6,475	D		
Employee Stock Option (Right to Buy)	\$10.93	02/06/2014		M			1,578	(4)	09/30/2010 <sup>(4)</sup>	08/01/2017	Common Stock	1,578	\$0	2,579	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 \$44.50 to 44.56, 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 \$15.50, representing a right to purchase 15,625 shares, becomes exercisable in 16 equal consecutive quarterly installments on the last business day of each quarter, beginning on September 30, 2011.
- The option granted at an exercise price of \$23.38, representing a right to purchase 10,359 shares, becomes exercisable in 16 equal consecutive quarterly installments on the last business day of the quarter beginning on September 28, 2012.
- The option granted at the exercise price of \$10.93, representing a right to purchase 20,625 shares, becomes exercisable in 16 equal consecutive quarterly installments on the last business day of each quarter, beginning on September 30, 2010.

/s/ F.G. Hammond

02/10/2014

\*\* 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.