Edgar Filing: Whelan, Jr. Robert M. - Form 4

Whelan, Jr. R Form 4 August 03, 20											
FORM	4									PPROVAL	
	UNIII	ED STATES		ITIES Al hington, 1			NGE (COMMISSION	OMB Number:	3235-0287	
if no longe subject to Section 16	Check this box if no longer subject to Section 16. Form 4 or						burden hou	Expires: January 31 2005 Estimated average burden hours per response 0.5			
Form 5 obligation may conti <i>See</i> Instru- 1(b).	^s nue. Section	17(a) of the		ility Hold	ing Com	pany	Act o	ge Act of 1934, f 1935 or Sectio 40			
(Print or Type R	esponses)										
1. Name and Address of Reporting Person <u>*</u> Whelan, Jr. Robert M.			2. Issuer Name and Ticker or Trading Symbol ASPEN TECHNOLOGY INC /DE/ [AZPN]				-	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) 200 WHEEL	(First) JER RD.	(Middle)	3. Date of (Month/Da 08/01/20	-	ansaction			Director Officer (give below)		6 Owner er (specify	
DUDI INCT	(Street)	02		ndment, Dat th/Day/Year)	-			6. Individual or Jo Applicable Line) _X_ Form filed by M Form filed by M	-	erson	
BURLINGT	ON, MA 018	03						Person		1 0	
(City)	(State)	(Zip)	Table	e I - Non-Do	erivative S	Securi	ties Ac	quired, Disposed o	f, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction (Month/Day/Y	any	emed on Date, if 'Day/Year)		Disposed	(A) of of (D 4 and (A) or)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial	
Common Stock (1)	08/01/2012			A	3,128 (2)	A	\$ 0	7,845	D		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 control number.

 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. 5. Number Transaction Derivative Code Securities (Instr. 8) 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 Underlying Securities (Instr. 3 and 4)		8. De Se (Iı
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Common Stock Option (Right to Buy)	\$ 23.38	08/01/2012		А	4,010	<u>(3)</u>	07/31/2022	Common Stock	4,010	

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Reporting Owners

Reporting Owner Name / Address		Relationsh					
1	Director	10% Owner	Officer	Other			
Whelan, Jr. Robert M. 200 WHEELER RD. BURLINGTON, MA 01803							
Signatures							
/s/ F.G. Hammond, Attorney-In-Fact		08/03/2012	2				
**Signature of Reporting Person		Date					
Explanation of Responses:							

nesponses. **U**I

- * 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).
- Each Restricted Stock Unit represents a contingent right to receive one share of Aspen Technology, Inc. common stock. The Restricted (1) Stock Units were fully vested on the date of grant.
- (2) Restricted Stock Units do not have an exercise price.
- (3) The option granted at the exercise price of \$23.38 was fully vested on the date of grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.