KOTZABASAKIS MANOLIS E
Form 4
March 09, 2010

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
KOTZABASAKIS MANOLIS E

(Last) (First) (Middle)

200 WHEELER RD.

(Street)

BURLINGTON, MA 01803

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
ASPEN TECHNOLOGY INC /DE/ [AZPN]

3. Date of Earliest Transaction (Month/Day/Year)
03/05/2010

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
_____ Officer (give title below) _____ Other (specify below)
SVP, Sales and Strategy

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ 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	03/05/2010		M		20,000	A	$ 2.5	93,583	D	
Common Stock	03/05/2010		S		20,000	D	$ 9.6811	73,583	D	
Common Stock	03/08/2010		M		2	A	$ 2.98	73,585	D	
Common Stock	03/08/2010		M		545	A	$ 2.98	74,130	D	
Common Stock	03/08/2010		M		5,000	A	$ 2.5	79,130	D	

Common Stock	03/08/2010		S	5,547	D	$ 9.6126	73,583	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.

SEC 1474 (9-02)

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 Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Stock Option (Right to Buy)	$ 2.5	03/05/2010		M			20,000	12/31/2006[(1)]	12/22/2012	Common Stock	20,00
Common Stock Option (Right to Buy)	$ 2.98	03/08/2010		M			2	08/19/2002[(2)]	08/19/2012	Common Stock	2
Common Stock Option (Right to Buy)	$ 2.98	03/08/2010		M			545	08/19/2002[(3)]	08/19/2012	Common Stock	545
Common Stock Option (Right to Buy)	$ 2.5	03/08/2010		M			5,000	12/31/2006[(4)]	12/22/2012	Common Stock	5,00

Reporting Owners

Reporting Owner Name / Address	Relationships

	Director	10% Owner	Officer	Other
KOTZABASAKIS MANOLIS E 200 WHEELER RD. BURLINGTON, MA 01803			SVP, Sales and Strategy	

Signatures

F.G. Hammond, Attorney-In-Fact	03/09/2010
**Signature of Reporting Person	Date

Explanation of Responses:

* 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).

(1) The option was granted at the exercise price of $2.50 and vested in 16 equal quarterly installments beginning on the last day of the first quarter of 2003.

(2) The option granted at the exercise price of $2.98 and was fully vested on the date of grant.

(3) The option granted at the exercise price of $2.98 and was fully vested on the date of grant.

(4) The option was granted at the exercise price of $2.50 and vested in 16 equal quarterly installments beginning on the last day of the first quarter of 2003.

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.