

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, 2015
 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

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) (First) (Middle)
 200 WHEELER RD.
 (Street)

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

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

BURLINGTON, MA 01803

(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 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 |

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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.

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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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title | |
| Common Stock Option (Right to Buy) | \$ 2.5 | 03/05/2010 | | M | 20,000 | 12/31/2006 ⁽¹⁾ 12/22/2012 | Common Stock | 20,000 |
| 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 | 5,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

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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.
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