Hammond F G Form 4 May 04, 2018

FORM 4

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

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** Section 16. Form 4 or

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b).

OMB APPROVAL

OMB Number:

3235-0287

January 31, Expires: 2005

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(Print or Type Responses)

(Last)

1. Name and Address of Reporting Person * Hammond F G

(First) (Middle)

C/O ASPEN TECHNOLOGY, INC., 20 CROSBY DRIVE

(Street)

Symbol

2. Issuer Name and Ticker or Trading

ASPEN TECHNOLOGY INC /DE/ [AZPN]

3. Date of Earliest Transaction

(Month/Day/Year) 05/02/2018

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

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

Director 10% Owner Other (specify _X__ Officer (give title

below)

Senior VP & General Counsel

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

BEDFORD, MA 01730

(City)	(State)	(Zip) 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. Transactic Code (Instr. 8)	4. Securit or(A) or Di (Instr. 3,	sposed 4 and : (A) or	of (D)	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)	
Common Stock	05/02/2018		M	5,960	A	\$ 44.38	29,113	D		
Common Stock	05/02/2018		M	4,809	A	\$ 45.46	33,922	D		
Common Stock	05/02/2018		S	12,354	D	\$ 88	21,568	D		
Common Stock	05/03/2018		M	1,045	A	\$ 32.45	22,613	D		
Common Stock	05/03/2018		M	2,029	A	\$ 43.44	24,642	D		

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Common Stock	05/03/2018	M	596	A	\$ 44.38	25,238	D
Common Stock	05/03/2018	S	3,670	D	\$ 88	21,568	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. Transactic Code (Instr. 8)	Transaction Derivative Code Securities		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	
Employee Stock Option (Right to Buy)	\$ 44.38	05/02/2018		M	5,960	<u>(1)</u>	08/02/2025	Common Stock	5,960	
Employee Stock Option (Right to Buy)	\$ 45.46	05/02/2018		M	4,809	(2)	08/31/2026	Common Stock	4,809	
Employee Stock Option (Right to Buy)	\$ 32.54	05/03/2018		M	1,045	(3)	07/31/2023	Common Stock	1,045	
Employee Stock Option (Right to Buy)	\$ 43.44	05/03/2018		M	2,029	<u>(4)</u>	07/31/2024	Common Stock	2,029	
	\$ 44.38	05/03/2018		M	596	<u>(1)</u>	08/02/2025		596	

Employee
Stock
Option
(Right to

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Hammond F G C/O ASPEN TECHNOLOGY, INC. 20 CROSBY DRIVE BEDFORD, MA 01730

Senior VP & General Counsel

Common

Stock

Signatures

Buy)

/s/ F. G. Hammond 05/04/2018

**Signature of Date
Reporting Person

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 granted at the exercise price of \$44.38, vests in 16 equal consecutive quarterly installments on the last business day of each quarter, beginning on September 30, 2015.
- (2) The option granted at the exercise price of \$45.46, vests in 16 equal consecutive quarterly installments on the last business day of each quarter, beginning on September 30, 2016.
- (3) The option granted at the exercise price of \$32.54, vests in 16 equal consecutive quarterly installments on the last business day of each quarter, beginning on September 30, 2013.
- (4) The option granted at the exercise price of \$43.44, vests in 16 equal consecutive quarterly installments on the last business day of each quarter, beginning on September 30, 2014.

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.

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