

FUSCO MARK
Form 4
April 30, 2010

FORM 4

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

OMB APPROVAL

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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 *
FUSCO MARK

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director ____ 10% Owner
____ Officer (give title below) ____ Other (specify below)
President & CEO

(Last) (First) (Middle)

ASPEN TECHNOLOGY, INC., 200
WHEELER ROAD

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
04/28/2010

BURLINGTON, MA 01803

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

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

(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. 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)
				(A) or (D)	Price		
Common Stock	04/28/2010		M	V	6,250 (1)	A	\$ 0 443,107 D
Common Stock (7)	04/28/2010		F		1,985	D	\$ 11.45 441,122 D

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

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(9-02)

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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)	8. Price or Value of Underlying Securities (Instr. 3 and 4)
Restricted Stock Units ⁽²⁾	\$ 0 ⁽³⁾	04/28/2010		M	6,250	⁽⁵⁾ / ⁽⁶⁾	Common Stock	6,250 \$

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FUSCO MARK ASPEN TECHNOLOGY, INC. 200 WHEELER ROAD BURLINGTON, MA 01803			President & CEO	

Signatures

/s/F.G. Hammond,
Attorney-In-Fact

04/30/2010

__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) Restricted Stock Units do not have an exercise price.
- (2) Each restricted stock unit represents a contingent right to receive one share of Aspen Technology, Inc. common stock.
- (3) Restricted Stock Units do not have an exercise price.
- (4) Restricted Stock Units do not have an exercise price.
- (5) The Restricted Stock Unit vested as to 25% on achievement of specified performance goals in the fiscal year ending June 30, 2007 and the balance vests in 12 equal quarterly installments thereafter.
- (6) The Restricted Stock Unit vested as to 25% on achievement of specified performance goals in the fiscal year ending June 30, 2007 and the balance vests in 12 equal quarterly installments thereafter.
- (7) Shares withheld by Registrant to satisfy statutory tax withholding requirements on vesting of Restricted Stock Units and distribution of stock.

Remarks:

Revised PoA attached.

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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