

ASPEN TECHNOLOGY INC /DE/
Form 4
May 19, 2006

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 *
Wheeler Blair

(Last) (First) (Middle)

C/O ASPEN TECHNOLOGY, INC., 10 CANAL PARK

(Street)

CAMBRIDGE, MA 02141

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
05/17/2006

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, Marketing

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 | | | |
| Common Stock | 05/17/2006 | | M | | | 12,500 | | D | |
| Common Stock | 05/17/2006 | | D | | | \$ 10,000 | | D | |
| Common Stock | 05/17/2006 | | D | | | \$ 7,500 | | D | |
| Common Stock | 05/17/2006 | | D | | | \$ 5,000 | | D | |
| Common Stock | 05/17/2006 | | D | | | \$ 2,500 | | D | |

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| | | | | | | | |
|--------------|------------|---|--------|---|------------|--------|---|
| Common Stock | 05/17/2006 | D | 2,500 | D | \$ 12.99 | 0 | D |
| Common Stock | 05/17/2006 | M | 52,500 | A | \$ 5.73 | 52,500 | D |
| Common Stock | 05/17/2006 | D | 5,000 | D | \$ 12.99 | 47,500 | D |
| Common Stock | 05/17/2006 | D | 2,500 | D | \$ 12.9891 | 45,000 | D |
| Common Stock | 05/17/2006 | D | 2,500 | D | \$ 12.9659 | 42,500 | D |
| Common Stock | 05/17/2006 | D | 2,500 | D | \$ 12.9167 | 40,000 | D |
| Common Stock | 05/17/2006 | D | 2,500 | D | \$ 12.8936 | 37,500 | D |
| Common Stock | 05/17/2006 | D | 2,500 | D | \$ 12.8757 | 35,000 | D |
| Common Stock | 05/17/2006 | D | 2,500 | D | \$ 12.7085 | 32,500 | D |
| Common Stock | 05/17/2006 | D | 2,500 | D | \$ 12.6889 | 30,000 | D |
| Common Stock | 05/17/2006 | D | 571 | D | \$ 12.6872 | 29,429 | D |
| Common Stock | 05/17/2006 | D | 2,500 | D | \$ 12.8345 | 26,926 | D |
| Common Stock | 05/17/2006 | D | 5,000 | D | \$ 12.7 | 21,929 | D |
| Common Stock | 05/17/2006 | D | 2,500 | D | \$ 12.6894 | 19,429 | D |
| Common Stock | 05/17/2006 | D | 1,929 | D | \$ 12.6872 | 17,500 | D |
| Common Stock | 05/17/2006 | D | 2,500 | D | \$ 12.6448 | 15,000 | D |
| Common Stock | 05/17/2006 | D | 2,500 | D | \$ 12.64 | 12,500 | D |
| Common Stock | 05/17/2006 | D | 2,500 | D | \$ 12.6245 | 10,000 | D |
| Common Stock | 05/17/2006 | D | 2,500 | D | \$ 12.6062 | 7,500 | D |
| Common Stock | 05/17/2006 | D | 2,500 | D | \$ 12.553 | 5,000 | D |
| | 05/17/2006 | D | 2,500 | D | | 2,500 | D |

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) This option vests in 16 equal quarterly installments beginning December 31, 2005.
- (2) This option is currently exercisable with for an additional 2,192 shares. The remaining portion of the option vests in 9 equal quarterly installments of 7,812 shares beginning on June 30, 2006.

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.