

PRINGLE C STEVEN
Form 4
February 14, 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 *
PRINGLE C STEVEN

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)

3. Date of Earliest Transaction (Month/Day/Year)
02/10/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP, Global Services

C/O ASPEN TECHNOLOGY, INC., 2500 CITY WEST BLVD., SUITE 1600

(Street)

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

HOUSTON, TX 77042

(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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)				Price
Common Stock	02/10/2006		M		22,500	A	\$ 2.5	22,500	D	
Common Stock	02/10/2006		D		21,500	D	\$ 10.15	1,000	D	
Common Stock	02/10/2006		D		1,000	D	\$ 10.158	0	D	
Common Stock	02/10/2006		M		79,332	A	\$ 2.75	79,332	D	
	02/10/2006		D		26,317	D	\$ 10.17	53,015	D	

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Common Stock							
Common Stock	02/10/2006		D	4,000	D	\$ 10.19	49,015 D
Common Stock	02/10/2006		D	1,000	D	\$ 10.1855	48,015 D
Common Stock	02/10/2006		D	1,000	D	\$ 10.1845	47,015 D
Common Stock	02/10/2006		D	1,000	D	\$ 10.182	46,015 D
Common Stock	02/10/2006		D	17,000	D	\$ 10.18	29,015 D
Common Stock	02/10/2006		D	1,000	D	\$ 10.1715	28,015 D
Common Stock	02/10/2006		D	1,000	D	\$ 10.17	27,015 D
Common Stock	02/10/2006		D	1,000	D	\$ 10.1657	26,015 D
Common Stock	02/10/2006		D	3,000	D	\$ 10.16	23,015 D
Common Stock	02/10/2006		D	1,000	D	\$ 10.1584	22,015 D
Common Stock	02/10/2006		D	22,015	D	\$ 10.15	0 D

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

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(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)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Option to purchase Common Stock	\$ 2.5	02/10/2006	M	22,500	03/31/2003 ⁽¹⁾	12/15/2012	Common Stock	22,500
Option to purchase Common stock	\$ 2.75	02/10/2006	M	79,332	12/31/2003 ⁽²⁾	08/12/2013	Common Stock	79,332

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PRINGLE C STEVEN C/O ASPEN TECHNOLOGY, INC. 2500 CITY WEST BLVD., SUITE 1600 HOUSTON, TX 77042			SVP, Global Services	

Signatures

/s/ C. Steven
Pringle

02/13/2006

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 vests in 16 equal quarterly installments beginning March 31, 2003.
- (2) The option vests in 16 equal quarterly installments beginning December 31, 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.