

ASPEN GROUP, INC.
Form 4
April 24, 2014

FORM 4

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

OMB APPROVAL

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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 *
Mathews Michael

(Last) (First) (Middle)
720 SOUTH COLORADO
BOULEVARD, SUITE 1150N
(Street)

DENVER, CO 80246

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ASPEN GROUP, INC. [ASPU]

3. Date of Earliest Transaction
(Month/Day/Year)
04/22/2014

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)
Chief Executive Officer

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)		
				(A) or (D)	Code	V	Amount	(D)	Price

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4, and 5)			Date Exercisable	Expiration Date	Title
			Code	V	(A)	(D)			
Stock Options (Right to Buy) <u>(1)</u>	\$ 0.19	04/22/2014	A		300,000		<u>(2)</u>	03/15/2017	Common Stock
Stock Options (Right to Buy) <u>(1)</u>	\$ 0.35	04/22/2014	D			300,000	<u>(2)</u>	03/15/2017	Common Stock
Stock Options (Right to Buy) <u>(1)</u>	\$ 0.19	04/22/2014	A		500,000		<u>(3)</u>	03/22/2017	Common Stock
Stock Options (Right to Buy) <u>(1)</u>	\$ 0.35	04/22/2014	D			500,000	<u>(3)</u>	03/22/2017	Common Stock
Stock Options (Right to Buy) <u>(1)</u>	\$ 0.19	04/22/2014	A		2,900,000		<u>(4)</u>	09/04/2017	Common Stock
Stock Options (Right to Buy) <u>(1)</u>	\$ 0.35	04/22/2014	D			2,900,000	<u>(4)</u>	09/04/2017	Common Stock
Stock Options (Right to Buy) <u>(1)</u>	\$ 0.19	04/22/2014	A		288,911		<u>(5)</u>	10/23/2017	Common Stock
Stock Options (Right to Buy) <u>(1)</u>	\$ 0.35	04/22/2014	D			288,911	<u>(5)</u>	10/23/2017	Common Stock
Stock Options (Right to Buy) <u>(1)</u>	\$ 0.19	04/22/2014	A		166,666		<u>(6)</u>	10/23/2017	Common Stock
Stock Options (Right to Buy) <u>(1)</u>	\$ 0.35	04/22/2014	D			166,666	<u>(6)</u>	10/23/2017	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mathews Michael 720 SOUTH COLORADO BOULEVARD SUITE 1150N DENVER, CO 80246	X		Chief Executive Officer	

Signatures

/s/ Michael
Mathews

04/24/2014

**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) In accordance with Rule 16b-3 of the Securities Exchange Act of 1934, the reporting person agreed to cancellation of an option previously granted to him in exchange for a new option having a lower exercise price.
 - (2) The options vest in three equal increments on March 14, 2013, March 14, 2014, and March 14, 2015.
 - (3) The options vest in three equal increments on March 20, 2013, March 20, 2014, and March 20, 2015.
 - (4) The options vest in four equal increments on September 4, 2013, September 4, 2014, September 4, 2015, and September 4, 2016.
 - (5) The options are fully vested.
 - (6) The options are fully vested.

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.