

ASPEN GROUP, INC.
Form 3
November 22, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Williams Gerald Bruce | | (Month/Day/Year) | ASPEN GROUP, INC. [ASPU] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 11/22/2013 | | |
| 720 SOUTH COLORADO BOULEVARD,Â SUITE 1150N | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| | | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| DENVER,Â COÂ 80246 | | | (give title below) | (specify below) |
| (City) | (State) | (Zip) | President | |
| | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | | <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|----------------------------------------------------------|-------------------------------------------------------------------|----------------------------------------------------------|
| Common Stock | 79,847 | D | Â |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Title | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|-----------------------------------------------|-------------------------------------------------------------|---------------------------------------------------------------------------------------------|--------------------------------------------------------|---------------------------------------------------------|----------------------------------------------------------|
|-----------------------------------------------|-------------------------------------------------------------|---------------------------------------------------------------------------------------------|--------------------------------------------------------|---------------------------------------------------------|----------------------------------------------------------|

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| | Date Exercisable | Expiration Date | | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|---------------|------------------|-----------------|--------------|----------------------------|---------|----------------------------|---|
| Stock Options | Â (1) | 03/15/2017 | Common Stock | 200,000 | \$ 0.35 | D | Â |
| Stock Options | Â (2) | 10/23/2017 | Common Stock | 47,620 | \$ 0.35 | D | Â |
| Stock Options | Â (3) | 02/28/2018 | Common Stock | 50,000 | \$ 0.35 | D | Â |
| Stock Options | Â (2) | 04/06/2018 | Common Stock | 35,714 | \$ 0.35 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|------------------------------------------------------------------------------------------|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Williams Gerald Bruce 720 SOUTH COLORADO BOULEVARD SUITE 1150N DENVER, CO 80246 | Â | Â | Â President | Â |

Signatures

/s/ Gerald Williams
11/22/2013

**Signature of Reporting Person
Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Of the securities: (i) one-third have vested and (ii) the remaining vest on March 14, 2014 and 2015.
- (2) Fully vested.
- (3) The securities vest in three equal increments on March 14, 2014, 2015 and 2016.

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.