A UNITED SI	ATES SECURITIES AND EXCHANGE COMMIS	SION	OMB APPROVAL							
	Washington, D.C. 20549			5-0362						
or Form 5 obligations may continue. See Instruction 1(b).	L STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES ant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940									
 Name and Address of Reporting Person – Mathews Michael 	2. Issuer Name and Ticker or Trading Symbol ASPEN GROUP, INC. [ASPU]	5. Relationship of Report (Cher X Director	ing Person(s) to Issuer ck all applicable) 10% Owner							
(Last) (First) (Middle) 1660 SOUTH ALBION STREET, SUITE 525	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) ORIGR0/2017	X_Officer (give title below)	Other (specify below) CEO							
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Reporting (check applicable line)								

8.4

DENYER, CO 80222								_X_Form Filed by One Reporting Person Form Filed by More than One Reporting Person				
	(City)	(State)	(Zip)	Та	98DVIDI devis							
	<u> </u>						9	\$185 A@				

6 iU C6217 ~~														

(Right to					Stock			
Buy)								

Reporting Owners

Reporting Owner Name / Address	Relationships							
Reporting Owner Name / Address	Director	10% Owner	Officer	Other				
Mathews Michael 1660 SOUTH ALBION STREET SUITE 525 DENVER, CO 80222	Х		CEO					

Signatures

/s/ Michael Mathews	06/14/2017
**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 two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the grant of a replacement option. The securities vest in three equal annual increments with the first vesting date being October 23, 2018, subject to continued service on each applicable vesting date.
- (2) The two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the grant of a replacement option. The securities vest in three equal annual increments with the first vesting date being October 23, 2018, subject to continued service on each applicable vesting date.
- (3) The two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the grant of a replacement option. The securities vest in three equal annual increments with the first vesting date being June 15, 2018, subject to continued service on each applicable vesting date.
- (4) The two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the grant of a replacement option. The securities vest in three equal annual increments with the first vesting date being June 22, 2018, subject to continued service on each applicable vesting date.
- (5) The two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the grant of a replacement option. The securities vest in three equal annual increments with the first vesting date being December 4, 2018, subject to continued service on each applicable vesting date.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.