

# FORM 3

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

## OMB APPROVAL

OMB Number: 3235-0104  
Expires: November 30, 2011  
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 * Mathews Michael		2. Date of Event Requiring Statement (Month/Day/Year) 11/22/2013	3. Issuer Name <b>and</b> Ticker or Trading Symbol ASPEN GROUP, INC. [ASPU]	
(Last) (First) (Middle) 720 SOUTH COLORADO BOULEVARD, SUITE 1150N	(Street) DENVER, CO 80246		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Executive Officer	5. If Amendment, Date Original Filed(Month/Day/Year)
(City) (State) (Zip)	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	2,553,452	D	
Common Stock	100,000	I	By Grantor Retained Annuity Trust

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

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**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)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Options	(1)	03/15/2017	Common Stock	300,000	\$ 0.35	D	
Stock Options	(2)	03/22/2017	Common Stock	500,000	\$ 0.35	D	
Stock Options	(3)	09/04/2017	Common Stock	2,900,000	\$ 0.35	D	
Stock Options	(4)	10/23/2017	Common Stock	288,911	\$ 0.35	D	
Stock Options	(4)	10/23/2017	Common Stock	166,666	\$ 0.35	D	
5% Convertible Note	09/25/2013	04/02/2015	Common Stock	857,143	\$ 0.35	D	
5% Convertible Note	09/25/2013	04/02/2015	Common Stock	300,000	\$ 1	D	

## 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		11/22/2013
<small>**Signature of Reporting Person</small>		<small>Date</small>

## 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) Of the securities: (i) one-third have vested and (ii) the remaining vest on March 20, 2014 and 2015.
- (3) Of the securities: (i) one-fourth have vested and (ii) the remaining vest on September 4, 2014, 2015 and 2016.
- (4) 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.