

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Estimated average burden
hours per response... 0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person* Mathews Michael		2. Issuer Name and Ticker or Trading Symbol ASPEN GROUP, INC. [ASPU]		5. 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						
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 10/26/2020							
276 FIFTH AVENUE, SUITE 505										
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)		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					
NEW YORK, NY 10001										
(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 (1)	10/26/2020		M		8,026	A	\$ 2.28	837,535	D	
Common Stock (1)	10/26/2020		M		4,630	A	\$ 2.28	842,165	D	
Common Stock (2)	10/26/2020		F		2,622	D	\$ 11.0037	839,543	D	
Common Stock (3)	10/26/2020		F		4,455	D	\$ 11.0037	835,088	D	
Common Stock								8,334	I	Held in trust

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

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. 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 (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)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Options (Right to Buy) (1)	\$ 2.28	10/26/2020		M		8,026		10/23/2012	11/23/2020	Common Stock	8,026	\$ 0	0	D	
Stock Options (Right to Buy) (1)	\$ 2.28	10/26/2020		M		4,630		10/23/2012	11/23/2020	Common Stock	4,630	\$ 0	0	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Mathews Michael 276 FIFTH AVENUE SUITE 505 NEW YORK, NY 10001	X		Chief Executive Officer	
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Signatures

/s/ Michael Mathews	10/28/2020
 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).

- During an open window period under the Issuer's Insider Trading Plan, the Reporting Person submitted a cashless exercise notice which would become effective following the date that certain stock options vested. Following such vesting, the stock options were cashlessly exercised. The exercise of the stock options was exempt under Rule 16b-6 and the right of the Reporting Person to direct that the shares be withheld in payment of the exercise price and applicable taxes was both approved in advance by the Executive Committee of the Issuer's Board of Directors, which is comprised of only non-employee directors, and by the full Board of Directors in accordance with Rule 16b-3(d).
- (1) Reporting Person to direct that the shares be withheld in payment of the exercise price and applicable taxes was both approved in advance by the Executive Committee of the Issuer's Board of Directors, which is comprised of only non-employee directors, and by the full Board of Directors in accordance with Rule 16b-3(d).
- (2) Represents shares surrendered in payment of the exercise price due for each stock option.
- (3) Represents shares surrendered in payment of the applicable taxes arising from the exercise of each stock option.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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