### FORM 3

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

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB 3235Number: 0104
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**OMB APPROVAL** 

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 * MATTE MICHAEL D	Statement (Month/Day/Year)	3. Issuer Name and Ticker or Trading Symbol ASPEN GROUP, INC. [ASPU]						
(Last) (First) (Middle) 720 SOUTH COLORADO BOULEVARD, SUITE 1150N	11/22/2013	4. Relationship of Reporting Person(s) to Issuer (Check all applicable)			5. If Amendment, Date Original Filed(Month/Day/Year)			
(Street) DENVER, CO 80246		title below)	ive 10% Owner Other (specify below) Sinancial Officer		6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City) (State) (Zip)	Table I - Non-Derivative Securities Beneficially Owned							
1.Title of Security (Instr. 4)	2. Amount of Beneficially C (Instr. 4)		3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	Owner	*	Beneficial		
_	ch class of securities beneficiary pond to the collection of nd unless the form displ	information	contained in	this fo		SEC 1473 (7-02)		

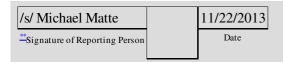
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)			5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date		Amount or Number of Shares	Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Stock Options	(1)	05/14/2020	Common Stock	791,211	\$ 0.35	D	
Stock Options	(2)	05/14/2020	Common Stock	500,000	\$ 0.35	D	

#### **Reporting Owners**

Reporting Owner Name / Address		Relationships					
		10% Owner	Officer	Other			
MATTE MICHAEL D 720 SOUTH COLORADO BOULEVARD SUITE 1150N DENVER, CO 80246			Chief Financial Officer				

#### **Signatures**



#### **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: (a) 565,151 have vested and (b) the remaining vest in two equal increments on November 30, 2013 and December 31, 2013.
- (2) The securities vest in three equal increments on April 30, 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.