

# FORM 4

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

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

## STATEMENT OF CHANGES IN 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 Wendolowski Gerard		2. Issuer Name and Ticker or Trading Symbol ASPEN GROUP, INC. [ASPU]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Operating Officer				
(Last) (First) (Middle) 720 SOUTH COLORADO BOULEVARD, SUITE 1150N		3. Date of Earliest Transaction (Month/Day/Year) 04/22/2014						
(Street) DENVER, CO 80246		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				
(City) (State) (Zip)		<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>						
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				

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

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**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
Stock Options (Right to Buy) (1)	\$ 0.19	04/22/2014		A		150,000		(2)	02/28/2018	Common Stock	150,000	(1)	150,000	D	
Stock Options (Right to Buy) (1)	\$ 0.35	04/22/2014		D		150,000		(2)	02/28/2018	Common Stock	150,000	(1)	0	D	
Stock Options (Right to Buy) (1)	\$ 0.19	04/22/2014		A		50,000		(3)	12/17/2017	Common Stock	50,000	(1)	50,000	D	
Stock Options (Right to Buy) (1)	\$ 0.35	04/22/2014		D		50,000		(3)	12/17/2017	Common Stock	50,000	(1)	0	D	
Stock Options (Right to Buy) (1)	\$ 0.19	04/22/2014		A		100,000		(4)	03/15/2017	Common Stock	100,000	(1)	100,000	D	
Stock Options (Right to Buy) (1)	\$ 0.35	04/22/2014		D		100,000		(4)	03/15/2017	Common Stock	100,000	(1)	0	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wendolowski Gerard 720 SOUTH COLORADO BOULEVARD SUITE 1150N DENVER, CO 80246			Chief Operating Officer	

## Signatures

/s/ Gerard Wendolowski		04/24/2014
<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 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) In accordance with Rule 16b-3 of the Securities Exchange Act of 1934, the reporting person agreed to cancellation of an option previously granted to him in exchange for a new option having a lower exercise price.
- (2) The options vest in three equal increments on February 28, 2014, February 28, 2015, and February 28 2016.
- (3) The options vest in three equal increments on December 17, 2013, December 17, 2014, and December 17, 2015.
- (4) The options vest in three equal increments on March 15, 2013, March 15, 2014, and March 15, 2015.

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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