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

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

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 or Section 30(h) of the Investment Company Act of 1940

| Name and Address of Reporting Person * Gill Janet M | | | | 2. Issuer Name and Ticker or Trading Symbol ASPEN GROUP, INC. [ASPU] | | | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner | | | | |
|---|--|---|---|--|---|-------------------------------|--|--|--|--|--|---|--|--|
| | | | | · · · · · · · · · · · · · · · · · · · | | | | | | X Officer (give title below) Other (specify below) Chief Accounting Officer | | | | |
| (Street) NEW YORK, NY 10001 | | | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting PersonForm filed by More than One Reporting Person | | | | |
| | (State) | (Zip) | Table I - Non-Derivative Securities Acqu | | | | | Acquir | tired, Disposed of, or Beneficially Owned | | | | | |
| 1.Title of Security (Instr. 3) | | 2. Transaction Date (Month/Day/Year) | any | | if Code (Instr. 8) | | (A) or Disposed o | | Beneficia Reported | | ally Owned Following I Transaction(s) | | Ownership Form: Direct (D) | Beneficial Ownership |
| | | | | | Code | V | Amoun | (A) or (D) | Price | | | (I) | (Instr. 4) | |
| Stock (1) | | 03/07/2019 | | | S | | 3,500 | D : | \$ 5 | 89,263 | | | D | |
| | | | | | Acquire | conta the fo | ained ir orm dis sposed o | n this for splays a c of, or Bene | m are curre eficial | not req | uired to re d OMB co | espond unl | ess | CC 1474 (9- 02) |
| | Date | 3A. Deemed Execution Da | 4. Transactio | 5. l on of De Sec Ac (A) Dis of | 5. Number of Derivative | | er 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title Amou Under Securi (Instr. 4) | ount of erlying urities | Derivative Security (Instr. 5) | Derivative Securities Beneficially Owned Following Reported | Ownership Form of Derivative Security: Direct (D) or Indirect | |
| | | | | | | | | | | | | | | |
| | A Address of M H AVENU RK, NY 1 Ecurity Stock (1) Report on a second conversion or Exercise Price of Derivative | M (First) H AVENUE, SUITE 3 (Street) RK, NY 10001 (State) Stock (1) Report on a separate line for Exercise Price of Derivative (Month/Day/ | Address of Reporting Person M (First) (Middle) H AVENUE, SUITE 306 (Street) RK, NY 10001 (State) (Zip) Courity 2. Transaction Date (Month/Day/Year) Stock (1) 03/07/2019 Report on a separate line for each class of secution Date (Month/Day/Year) Table II - I (a) Conversion Date (Month/Day/Year) (Month/Day/Year) 3A. Deemed Execution Date any (Month/Day/Year) (Month/Day/Year) | Address of Reporting Person - A ASPEN GRC (First) H AVENUE, SUITE 306 (Street) (Street) 2. Issuer Name ASPEN GRC (Middle) 3. Date of Earling O3/07/2019 4. If Amendment Aspended Execution Date (Month/Day/Year) (Month/Day/Year) A Deemed Execution Date (Month/Day/Year) Conversion Date (Month/Day/Year) Code (Instr. 8) | A Address of Reporting Person — A SPEN GROUP, (First) (H AVENUE, SUITE 306 (Street) (Street) (Street) (Street) (Street) (State) (Zip) (Zip) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (A Deemed Execution Date, if Cany (Month/Day/Year) (Month/Day/Year) (A Deemed Execution Date, if Cany (Month/Day/Year) (A Deemed Execution Date, if Transaction of Code (Instr. 8) (A Code (Instr. 8) (A Deemed Execution Date, if Transaction of Code (Instr. 8) (A Code (Instr. 8) (A Code (Instr. 8) (A Code (Instr. 8) (A Code (Instr. 8) | Address of Reporting Person * | Address of Reporting Person Address of Reporting Person ASPEN GROUP, INC. [ASPEN GROUP, I | Address of Reporting Person 2 Address of Reporting Person 3 A SPEN GROUP, INC. [ASPU] A VENUE, SUITE 306 (Street) A If Amendment, Date Original Filed (Month / Day / 2019) (State) (Zip) Table I - Non-Derivative Securities Denerated in the form distance of Code (e.g., puts, calls, warrants, options, converted (A) or Date Execution Date (e.g., puts, calls, warrants, options, converted (A) or Date (Month / Day / Year) Table II - Derivative Securities Acquired, Disposed (e.g., puts, calls, warrants, options, converted (A) or Disposed (Month / Day / Year) Table II - Derivative Securities Acquired, Disposed (e.g., puts, calls, warrants, options, converted (A) or Disposed (A) or Disposed of (D) (Instr. 3) Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3) A Deemed Execution Date (Instr. 8) Code (Instr. 8) Persons where the form distribution Date (A) or Disposed of (D) (Instr. 3) A Deemed Execution Date (Instr. 8) Code (Instr. 8) A Deemed Execution Date (Instr. 8) Code (Instr. 8) A Determinant Date (A) or Disposed of (D) (Instr. 3) | Address of Reporting Person * | Address of Reporting Person - M | A Address of Reporting Person A SPEN GROUP, INC. [ASPU] A VENUE, SUITE 306 (Street) (Street) (Street) (State) (Zip) (State) (Zip) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (A) or Disposed of (Instr. 3, 4 and 5) (Instr. 3, 4 and 5) (Code V Amount (A) or (D) Price (Instr. 3) (Code V Amount (A) or (D) Price (Instr. 3) (Code V Amount (A) or (D) Price (Instr. 3) (Conversion) (Code V Amount (A) or (D) Price (Instr. 3) (Code V Amount (A) or (D) Price (Instr. 3) (Code V Amount (A) or (D) Price (Instr. 3) (Code V Amount (A) or (D) Price (Instr. 3) (Code V Amount (A) or (D) Price (Instr. 3) (Code V Amount (A) or (D) Price (Instr. 3) (Code V Amount (A) or (D) Price (Instr. 3) (Code V Amount (A) or (D) Price (Instr. 3) (Code V Amount (A) or (D) Price (Instr. 3) (Code V Amount (A) or (D) Price (Instr. 3) (Code V Amount (A) or (D) Price (Instr. 3) (Code V Amount (A) or (D) Price (Instr. 3) (Code V Amount (A) or (D) Price (Instr. 3) (Contained in this form are not required the form displays a currently validation (Code (Instr. 8)) (Conversion) (Code V Amount (A) or (D) Price (Instr. 3) (Contained in this form are not required (Month/Day/Year) (Code V Amount (C) Price (Instr. 3) (Contained in this form are not required (Month/Day/Year) (Code V Amount (C) Price (Instr. 3) (Contained in this form are not required (Month/Day/Year) (Code (Instr. 8) (Code (Instr. 8) | Aspen Group, INC. [ASPU] Street) Aspen Group, INC. [ASPU] Aspen Group, INC. [ASPU] Aspen Group, INC. [ASPU] Street) Aspen Group, INC. [Aspu] 4. If Amendment, Date Original Filed(Month/Day/Year) (Street) Aspen Group, INC. [Aspu] 4. If Amendment, Date Original Filed(Month/Day/Year) (Street) Aspen Group, INC. [Aspu] 4. If Amendment, Date Original Filed(Month/Day/Year) (Street) Aspen Group, INC. [Aspu] 5. Relationship of Re (Ch Director X Officer (sity tilt be be completed) Aspen Group, INC. [Aspu] 5. And officer (sity tilt be beneficed) Aspen Group, INC. [Aspu] 5. And officer (sity tilt be beneficed) 5. And officer (sity tilt beneficed) 6. Individual or Joint X. Form filed by More than Execution Date (and possible of the complete of the property of the Securities Acquired, (A) or Disposed of (Instr. 3, 4 and 5) Code V Amount (A) or Disposed of (Instr. 3, 4 and 5) Code V Amount (D) Price Stock (II) O3/07/2019 S | Address of Reporting Person ASPEN GROUP, INC. [ASPU] (First) (Middle) (Street) A VENUE, SUITE 306 (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) (Check all applic Director X Officer (give tilds below) (Chief Accounting Person RK, NY 10001 (State) (Zip) 4. If Amendment, Date Original Filed(Month/Day/Year) (State) (Zip) Table 1 - Non-Derivative Securities Acquired (A) or Disposed of, Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (A) or Code V Amount (C) Price (A) or Disposed of (D) (Instr. 3, 4 and 5) (Month/Day/Year) (M | Address of Reporting Person * ASPEN GROUP, INC. [ASPU] (First) (First) (Middle) (Stock of ASPEN GROUP, INC. [ASPU] (Check all applicable) (Check all applicable |

| D # 0 N / 111 | Relationships | | | | | | |
|---|---------------|-----------|--------------------------|-------|--|--|--|
| Reporting Owner Name / Address | Director | 10% Owner | Officer | Other | | | |
| Gill Janet M 276 FIFTH AVENUE SUITE 306 NEW YORK, NY 10001 | | | Chief Accounting Officer | | | | |

Signatures

| /s/ Janet M. Gill | 03/08/2019 |
|---------------------------------|------------|
| **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 sales reported on this Form 4 were effected by a broker-dealer pursuant to a Rule 10b5-1 trading plan previously adopted by the Reporting Person. The shares were sold to pay federal, state and local income taxes incurred from the exercise of stock options previously reported.

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.

