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

	pe Response	/												
1. Name and Address of Reporting Person * COTRONEO FRANK J				2. Issuer Name and Ticker or Trading Symbol ASPEN GROUP, INC. [ASPU]					_X_ Direct	(Cho				
(Last) (First) (Middle) 276 FIFTH AVENUE, SUITE 505			3. Date of Earliest Transaction (Month/Day/Year) 12/01/2019					X_ Office	er (give title bel Chie	ow) ef Financial C	Other (specify be Officer	elow)		
(Street)				4. If Amendment, Date Original Filed(Month/Day/Year)						6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
	ORK, NY											1 0		
(City	r)	(State)	(Zip)	Ta	ble I - No	n-Der	rivative S	ecurities A	Acqui	red, Dispo	osed of, or l	Beneficially	Owned	
(Instr. 3) Date		2. Transaction Date (Month/Day/Year)		Code (Instr. 8)		on 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)		Following n(s)	Ownership of Form:	Beneficial	
				(Month/Day/Year)	Code	V	Amoun	(A) or (D)	Price	(Instr. 3 a	nd 4)		Direct (D) Ownershi or Indirect (I) (Instr. 4)	Ownership (Instr. 4)
Common	Stock (1)		12/01/2019		A		100,00	0 A	\$ 0	115,000)		D	
Reminder:	Report on a s	separate line for	r each class of secur	rities beneficially ov	wned direc	Pers	sons wh	o respon			ction of inf	ormation spond unle		474 (9-02)
Reminder:	Report on a s	separate line for		rities beneficially or Derivative Securiti		Pers cont the t	sons who tained in form dis	o respon this form plays a c	n are urrer	not reqเ ntly valid	uired to res		ss	474 (9-02)
1. Title of		3. Transaction Date (Month/Day/)	Table II - 3A. Deemed Execution Day	Derivative Securitives, puts, calls, was tended to the control of	ies Acquinarrants, o	Pers confi the fi	sons whitained inform dis isposed of convert tate Exerc Expiration onth/Day/	o respon this forr plays a c f, or Bene ible secur isable n Date Year)	n are urrer ficiall ities) 7. Ti Amo Unde Secu (Inst: 4)	not reqเ ntly valid	OMB conf	spond unle	of 10. Ownersh Form of Derivativ Security: Direct (I or Indire	11. Nature of Indirect Beneficiae Ownersh (Instr. 4)

Reporting Owners

D 41 0 N /		Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
COTRONEO FRANK J 276 FIFTH AVENUE SUITE 505 NEW YORK, NY 10001	X		Chief Financial Officer				

Signatures

/s/ Frank Cotroneo	12/03/2019
**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).
- Represents restricted stock units. Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock. The restricted stock units vest in (1) three equal annual increments, with the initial vesting occurring one year from the Transaction Date, subject to continued service as the Chief Financial Officer of the Company on each applicable vesting date. Vested shares of common stock will be delivered to the reporting person upon vesting of the restricted stock units.

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.