

FORM 4

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

OMB APPROVAL	
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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* COTRONEO FRANK J			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 Financial Officer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/24/2020					
276 FIFTH AVENUE, SUITE 505			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		
(Street)								
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	12/24/2020		S		7,415	D	\$ 10.88 (1)	33,458	D	
Common Stock	12/28/2020		S		15,085	D	\$ 10.73 (2)	18,373	D	
Common Stock (3)	12/28/2020		M		13,889	A	\$ 5.12	32,262	D	
Common Stock (4)	12/28/2020		F		3,613	D	\$ 10.84	28,649	D	
Common Stock (5)	12/28/2020		F		6,560	D	\$ 10.84	22,089	D	

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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Options (Right to Buy) (3)	\$ 5.12	12/28/2020		M		13,889	12/24/2018	12/24/2023	Common Stock	13,889	\$ 0	13,889	D	

Reporting Owners

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

Signatures

/s/ Frank J. Cotroneo	12/29/2020
<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).

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$10.76 to \$11.05, inclusive. The Reporting Person undertakes to (1) provide to Aspen Group, Inc., any security holder of Aspen Group, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares bought at each separate price within the ranges set forth in footnote (1) to this Form 4.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$10.65 to \$10.92, inclusive. The Reporting Person undertakes to (2) provide to Aspen Group, Inc., any security holder of Aspen Group, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares bought at each separate price within the ranges set forth in footnote (2) to this Form 4.

The Reporting Person cashlessly exercised the stock options. The exercise of the stock options was exempt under Rule 16b-6 and the right of the Reporting Person to direct that the shares (3) 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).

(4) Represents shares surrendered in payment of the applicable taxes.

(5) Represents shares surrendered in payment of the exercise price.

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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