

FORM 4

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

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

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* Arnauld Cheri St.			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 _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ Chief Academic Officer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/14/2021					
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 (1)	01/14/2021		M		70,000	A	\$ 4.9	107,816	D	
Common Stock (2)	01/14/2021		F		50,264	D	\$ 9.95	57,552	D	
Common Stock (1)	01/14/2021		M		30,000	A	\$ 6.28	87,552	D	
Common Stock (3)	01/14/2021		F		23,854	D	\$ 9.95	63,698	D	

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)	\$ 4.9	01/14/2021		M		70,000		05/13/2017	05/13/2022	Common Stock	70,000	\$ 0	0	D	
Stock Options (Right to Buy) (1)	\$ 6.28	01/14/2021		M		30,000		06/11/2017	06/11/2022	Common Stock	30,000	\$ 0	0	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Arnauld Cheri St. 276 FIFTH AVENUE SUITE 505 NEW YORK, NY 10001			Chief Academic Officer	

Signatures

/s/ Cheri St. Arnauld		01/19/2021
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).

- During an open window period under the Issuer's Insider Trading Plan, the Reporting Person cashlessly exercised 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 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 Compensation Committee, which is comprised of two non-employee directors in accordance with Rule 16b-3(d).
- (1) Represents shares surrendered in payment of the applicable taxes and exercise price arising from the exercise of 70,000 stock options.
 - (2) Represents shares surrendered in payment of the applicable taxes and exercise price arising from the exercise of 30,000 stock options.

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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