FORM	4
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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).

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

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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

(Print or Type Responses)										
1. Name and Address of Reporting Per Alessi Robert	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			
276 FIFTH AVENUE, SUITE 5	(Middle) 505	3. Date of Earliest Transaction (Month/Day/Year) 12/20/2021					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 Person Form filed by More than One Reporting Person			
(City) (State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
1.Title of Security 2. Transaction (Instr. 3) Date (Month/Day/Yea)		•	Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			Beneficially Owned Following Reported Transaction(s)	Ownership Form: of Indire Beneficia	7. Nature of Indirect Beneficial
		(Month/Day/Year)	Code	V	Amount	(A) or (D)	Price	(Instr. 3 and 4)	Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)
Common Stock (1) (2)	12/20/2021		А		30,000	А	\$ 0	82,376 (<u>3)</u>	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 ontions convertible securities)

(e.g., puts, caus, warrants, options, convertible securities)															
1. Title of			3A. Deemed	4.		5.		6. Date Exer					9. Number of		11. Nature
Derivative	Conversion	Date	Execution Date, if	Transacti	on	Numl	ber	and Expirati	on Date	Amou	unt of	Derivative	Derivative	Ownership	of Indirect
Security	or Exercise	(Month/Day/Year)	any	Code		of		(Month/Day	/Year)	Unde	rlying	Security	Securities	Form of	Beneficial
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)		Deriv	ative			Secur	rities	(Instr. 5)	Beneficially	Derivative	Ownership
	Derivative					Secur	ities			(Instr	. 3 and		Owned	Security:	(Instr. 4)
	Security					Acqu	ired			4)			Following	Direct (D)	
						(A) o	r						Reported	or Indirect	
						Dispo	osed						Transaction(s)	(I)	
						of (D)						(Instr. 4)	(Instr. 4)	
						(Instr	. 3,								
						4, and	15)								
											Amount				
								D (т ·		or				
								Date Expirati Exercisable Date	Expiration Ti	Title	Number				
								Exercisable	Date		of				
				Code	V	(A)	(D)				Shares				

Reporting Owners

	Relationships								
Reporting Owner Name / Address	Director	10% Owner	Officer	Other					
Alessi Robert 276 FIFTH AVENUE SUITE 505 NEW YORK, NY 10001			Chief Accounting Officer						

Signatures

/s/ Robert Alessi	12/21/2021
**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).

Represents restricted stock units. Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock. The grant was exempt from Section 16(b) under the Securities Exchange Act of 1934 by virtue of Rule 16b-3 promulgated thereunder as it was approved by the Compensation Committee of the Board of Directors of the Issuer, which is comprised of two non-employee directors in accordance with Rule 16b-3(d). Pursuant to the Reporting Person's Employment Agreement

(1) Directors of the Issuer, which is completed of two hon-employee directors in accordance with Rule 100-5(d). Fursuant to the Reporting Ferson's Employment Agreement added December 1, 2020 (the "Employment Agreement"), the Compensation Committee granted 15,000 restricted stock units on December 20, 2021, vesting over three years in equal annual increments beginning on December 1, 2022, subject to continued employment as an executive officer on each applicable vesting date and execution of the Issuer's standard Restricted Stock Unit Agreement.

The Compensation Committee also granted the Reporting Person pursuant to the Employment Agreement an additional 15,000 restricted stock units effective December 1, 2022, vesting in equal annual increments over a three-year period with the first vesting date on December 1, 2023, subject to continued employment as an executive officer (2) on December 1, 2022 and each applicable vesting date and execution of the Issuer's standard Restricted Stock Unit Agreement. Vested shares of common stock will be

delivered to the Reporting Person upon the vesting of the restricted stock units. In the event of a change of control of the Issuer, vesting will accelerate. The restricted stock units were issued under the Issuer's 2018 Equity Incentive Plan.

Includes 6,666 shares of common stock issuable upon vesting of restricted stock units previously granted on December 1, 2019; 13,333 shares of common stock issuable upon vesting of restricted stock units previously granted on August 12, 2020; and 10,000 shares of common stock issuable upon vesting of restricted stock units previously granted on January 6, 2021. Also includes 18,334 shares of common stock acquired from vested restricted stock units previously granted on December 1, 2019, August 12, 2020 and January 6, 2021.

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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