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

OMB APPROVAL	
OMB Number:	3235-0362
Estimated average burden hours per response...	1.0

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).
☐ Form 3 Holdings Reported
☑ Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Mathews Michael (Last) (First) (Middle)	ASPEN GROUP, INC. [ASPU]	__X__ Director ____ 10% Owner __X__ Officer (give title below) ____ Other (specify below) CEO
1660 SOUTH ALBION STREET, SUITE 525 (Street)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 04/30/2017	
DENVER, CO 80222 (City) (State) (Zip)	4. If Amendment, Date Original Filed (Month/Day/Year)	6. Individual or Joint/Group Reporting (check applicable line) _X_ Form Filed by One Reporting Person ___ Form Filed by More than One Reporting Person

(Right to Buy)									Stock					

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mathews Michael 1660 SOUTH ALBION STREET SUITE 525 DENVER, CO 80222	X		CEO	

Signatures

/s/ Michael Mathews		06/14/2017
**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 two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the grant of a replacement option. The securities vest in three equal annual increments with the first vesting date being October 23, 2018, subject to continued service on each applicable vesting date.
- **(2)** The two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the grant of a replacement option. The securities vest in three equal annual increments with the first vesting date being October 23, 2018, subject to continued service on each applicable vesting date.
- **(3)** The two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the grant of a replacement option. The securities vest in three equal annual increments with the first vesting date being June 15, 2018, subject to continued service on each applicable vesting date.
- **(4)** The two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the grant of a replacement option. The securities vest in three equal annual increments with the first vesting date being June 22, 2018, subject to continued service on each applicable vesting date.
- **(5)** The two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the grant of a replacement option. The securities vest in three equal annual increments with the first vesting date being December 4, 2018, subject to continued service on each applicable vesting date.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.