

ASPEN GROUP RESOURCES CORP
Form 6-K
May 23, 2006

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

FORM 6-K

Report of Foreign Private Issuer Pursuant to Rule 13a-16 or 15d-16 under the Securities Exchange Act of 1934

For the month of May 2006

Commission File Number: 0-28814

Aspen Group Resources Corporation

One North Hudson, Suite 1000

Oklahoma City, Oklahoma 73102

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F Form 40-F _____

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): _____

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): _____

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes _____ No

If Yes is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-

INDEX

The following documents are filed as part of this Form 6-K:

| <u>Exhibit</u> | <u>Description</u> |
|----------------|-------------------------------------|
| 99.1 | March 31, 2006 financial statements |
| 99.2 | Management's Discussion & Analysis |
| 99.3 | Certificates |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: May 16, 2006

Aspen Group Resources Corporation

By:

/s/ Robert Calentine

Name:

Robert Calentine

Title

Chief Executive Officer