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ASPEN TECHNOLOGY INC /DE/

Form 3

September 20, 2006

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

OMB APPROVAL

OMB Number:

3235-0104

Expires:

response...

January 31, 2005

0.5

Estimated average burden hours per

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

SECURITIES

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting

Person *

McKenna David M

(Last)

(First)

(Middle)

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

Statement

(Month/Day/Year)

09/13/2006

ASPEN TECHNOLOGY INC /DE/ [AZPN]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original

Filed(Month/Day/Year)

C/O ADVENT

INTERNATIONAL, Â 75

STATE STREET, 29TH FLOOR

(Street)

10% Owner _X_ Director Officer Other

(give title below) (specify below)

(Check all applicable)

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person

Form filed by More than One

Reporting Person

BOSTON. MAÂ 02109

(City) (State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security

(Instr. 4)

2. Amount of Securities Beneficially Owned

(Instr. 4)

3. Ownership Form:

4. Nature of Indirect Beneficial Ownership

(Instr. 5)

Direct (D) or Indirect

(I) (Instr. 5)

Common Stock 346 Ι see footnote (1)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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.

2. Date Exercisable and

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)

Expiration Date (Month/Day/Year)

3. Title and Amount of Securities Underlying **Derivative Security** (Instr. 4)

4. Conversion

5. Ownership Form of

6. Nature of Indirect Beneficial Ownership

or Exercise (Instr. 5) Price of Derivative

Derivative Security:

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Series D-1 Convertible Preferred Stock	08/14/2003	(2)	common stock	2,090	\$ 0 (3)	I	see footnote (1)

Reporting Owners

Reporting Owner Name / Address		Relationsl		
• 0	Director	10% Owner	Officer	Othe
McKenna David M				
C/O ADVENT INTERNATIONAL	ÂΧ	Â	â	â
75 STATE STREET, 29TH FLOOR	АЛ	Α	A	A
BOSTON, MA 02109				

Signatures

/s/ Jarlyth H. Gibson, Attorney-in-Fact 09/20/2006

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Shares are indirectly beneficially owned as a limited partner of Advent Partners GPE-IV Limited Partnership.
- (2) Shares may be converted into common stock at any time and on a perpetual basis.
- (3) Each of the Series D-1 shares is convertible into a number of shares of common stock equal to its stated value of \$333.00 per share (subject to adjustment) divided by the conversion price of \$3.33 per share (subject to adjustment).

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

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