ASPEN TECHNOLOGY INC /DE/

Form 4 April 03, 2007

FORM 4

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

OMB Number: 3235-0287

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

Form 4 or Form 5 obligations may continue.

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 30(h) of the Investment Company Act of 1940

burden hours per response... 0.5

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See Instruction 1(b).

(Print or Type Responses)

1 Name and Address of Departing D

1. Name and Address of Reporting Person * PEHL MICHAEL			2. Issuer Name and Ticker or Trading Symbol ASPEN TECHNOLOGY INC /DE/ [AZPN]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
	(Last)	, ,	(Middle)		of Earliest T Day/Year)	ransaction	1		X Director Officer (give t below)		Owner er (specify	
	C/O ADVE			03/30/2	2007				below)	ociow)		
		ΓΙΟΝΑL, 75 STA	ATE									
	SIREEI, 2	9TH FLOOR										
		(Street)			endment, D	U	al		6. Individual or Joi	nt/Group Filin	ıg(Check	
F1				Filea(Mc					Applicable Line) _X_ Form filed by One Reporting Person			
	BOSTON,	MA 02109						:	Form filed by Moreon	ore than One Re	porting	
	(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	e Secu	rities Acqu	ired, Disposed of,	or Beneficial	ly Owned	
	1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if	Date, if Transaction Disposed of (D) Code (Instr. 3, 4 and 5)		(D)	Securities Beneficially Owned Following Reported	ties Ownership II icially Form: B d Direct (D) C ving or Indirect (I) ted (I)			
					Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)		
	Common Stock	03/30/2007			S	218	D	\$ 13.1023	15,013	I	see footnote	
	Common Stock	04/02/2007			S	35	D	\$ 12.7405	14,978	I	see footnote	
	Common Stock	04/03/2007			S	63	D	\$ 12.9779	14,915	I	see footnote	

(1)

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

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.

SEC 1474 (9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amou	int of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	,
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)]
	Derivative				Securities			(Instr.	3 and 4)		(
	Security				Acquired]
	•				(A) or]
					Disposed						-
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration		or		
						-	Date	Title			
									of		
				Code V	(A) (D)				Shares		

Deletionships

Reporting Owners

Reporting Owner Name / Address	Ketationships						
	Director	10% Owner	Officer	Other			

PEHL MICHAEL C/O ADVENT INTERNATIONAL 75 STATE STREET, 29TH FLOOR BOSTON, MA 02109

X

Signatures

/s/ Jarlyth H. Gibson, attorney-in-fact

04/03/2007

**Signature of Reporting Person

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) Shares are indirectly beneficially owned as a limited partner of Advent Partners II Limited Partnership.

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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