FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPR	JAVC					
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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).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Street) BURLINGTON MA  O1803  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  1. Title of Security (Instr. 3)  Date (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)  Toda v Amount (A) or Code v Amount (A) or Code v Amount (A) or Transaction Code (Instr. 3) and 4)  Common Stock(I)  O9/14/2007  F 794  D \$14.15  1,706  Common Stock	C/O ASPEN TEC 200 WHEELER Street) BURLINGTON City)	TECHNOLOGY, INC.  ER ROAD  ON MA 01803  (State) (Zip)  Table I - Non-Der	09/14/2007  4. If Amendment, Date of	Original Filed	· ,	6. Individ	EVP, Field dual or Joint/Group Form filed by One	e Reporting Pers	applicable son
(Street) BURLINGTON MA  O1803  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  1. Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)  (Code V Amount (A) or Price (Instr. 3, 4 and 5)  Common Stock  Common Stock  Common Stock  Common Stock  City)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)  Code V Amount (A) or Price (Instr. 3 and 4)  Common Stock  Common Stock  Common Stock  City)  Table I - Non-Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)  Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)  Common Stock  Common Stock	BURLINGTON  City)	(State) (Zip)  Table I - Non-Der			(Month/Day/Year)	Line)	Form filed by One	e Reporting Pers	son
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  1. Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Instr. 3)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Instr. 3)  3. Transaction Code (Instr. 3)  4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)  5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)  Common Stock  1. Title of Security (Instr. 3)  2. Transaction Date (Instr. 3)  5. Amount of Disposed Of (D) (Instr. 3, 4 and 5)  8. Amount (A) or Price (Instr. 3)  8. Transaction (Instr. 3)  9. Tr		Table I - Non-Der	erivative Securities Acq			1			
1. Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date Execution Date, if any (Month/Day/Year)  Code V Amount (A) or (D) Price Transaction Code (Instr. 3)  Common Stock  1. Title of Security (Instr. 3)  3. Transaction Disposed Of (D) (Instr. 3, 4 and 5)  Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)  Common Stock  1. Title of Security (Instr. 3)  4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)  Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)  Common Stock  1. Title of Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)  Securities Beneficially Owned Following Reported Transaction (S) (Instr. 3 and 4)  Common Stock	. Title of Security (			uired, Disp	osed of, or Benef	icially O	wned		
Code         V         Amount         (A) or (D)         Price (Instr. 3 and 4)           Common Stock <sup>(1)</sup> 09/14/2007         F         794         D         \$14.15         1,706           Common Stock         270		Date	Transaction 2A. Deemed Execution Date, onth/Day/Year)	3. 4. Securities Acquired (A) Transaction Code (Instr. 5)		) or 5	5. Amount of Securities Beneficially Dwned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
Common Stock 270				Code V	Amount (A) or (D)	,,,,   T	Transaction(s)		(Instr. 4)
	Common Stock(1)	$k^{(1)}$ 09/	09/14/2007	F	794 D \$	614.15	1,706	D	
Common Stock	Common Stock	k					270	I	By IRA
1,000	Common Stock	k					1,068	I	Held by spouse by IRA
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)							ned		
1. Title of Derivative Security (Instr. 3)  2. Conversion or Exercise Price of Derivative Security Security  (Instr. 3)  3. Transaction Date (Month/Day/Year)  4. Defivative Security (Instr. 3)  4. Demed Execution Date, if any (Month/Day/Year)  (Month/Day/Year)  4. Demed Execution Date (Code (Instr. 8)  5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  Amount or Exercise Dear Amount of Security (Instr. 3 and 4)  8. Price of Derivative Securities Underlying Derivative Security (Instr. 3)  8. Price of Derivative Security (Instr. 5)  9. Number of Amount of Security Underlying Derivative Security (Instr. 3)  1. Title and Amount of Security (Instr. 3)  2. Conversion or Exercise Dear (Month/Day/Year)  1. Title and Amount of Security Underlying Derivative Security (Instr. 3)  2. Demed Expiration Date (Month/Day/Year)  3. Transaction (Date (Month/Day/Year)  4. Date Expiration Date (Month/Day/Year)  5. Date Expir	erivative converse ecurity nstr. 3) Converse or Exercise Price of Derivative	version Date Execution Date, wercise (Month/Day/Year) if any (Month/Day/Year) vative	te, Code (Instr. 8)  Transaction Code (Instr. 8)  Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	Expiration Date Month/Day/Yea	Amount of Securities Underlying Derivative Security (Instrand 4)  Amou	Deriva Securi (Instr.	titve derivative Securities 5) Beneficially Owned Following Reported Transaction	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)

## **Explanation of Responses:**

1. Shares withheld by Registrant to satisfy minimum statutory tax withholding requirements on vesting and distribution of restricted stock.

/s/ Frederic G. Hammond, Attorney-in-Fact 09/18/2007

\*\* Signature of Reporting Person Date

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

- \* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.