

## INITIAL STATEMENT OF 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

OMB APPROVAL	
OMB Number:	3235-0104
Expires:	December 31, 2014
Estimated average burden hours per response:	0.5

<b>1. Name and Address of Reporting Person*</b> <u>KANE CHARLES</u>  _____ (Last)                      (First)                      (Middle)  _____ (Street)  _____ (City)                      (State)                      (Zip)	<b>2. Date of Event Requiring Statement (Month/Day/Year)</b> 07/01/2003	<b>3. Issuer Name and Ticker or Trading Symbol</b> <u>ASPEN TECHNOLOGY INC./DE/ [ AZPN ]</u>  <b>4. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b> Director                      10% Owner <input checked="" type="checkbox"/> Officer (give title below)                      Other (specify below) <u>Senior Vice President and CFO</u>	<b>5. If Amendment, Date of Original Filed (Month/Day/Year)</b>  <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
--	--	---	--

### Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
---------------------------------	---	--	---

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Option to purchase common stock	09/30/2003 <sup>(1)</sup>	07/01/2013	Common stock, \$0.10 par value per share	150,000	4.74	D

**Explanation of Responses:**

1. The option was granted contemporaneous with commencement of employment and vests in 16 equal quarterly installments commencing at the end of the first full quarter following the grant date.

/s/ Charles Kane

07/03/2003

\*\* 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 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).

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.

**POWER OF ATTORNEY****For Executing Forms 4 and 5**

The undersigned hereby constitutes and appoints each of David L. McQuillin and Stephen J. Doyle, signing singly, his true and lawful attorney-in-fact to:

1. execute for and on behalf of the undersigned Forms 4 and 5 relating to changes in the undersigned's beneficial ownership of equity securities of Aspen Technology, Inc., and any necessary amendments to such Forms, in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder; and
2. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete the execution of any such Form 4 or 5 and the timely filing of such form with the United States Securities and Exchange Commission and any other authority.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform every act necessary and proper in the exercise of any of the rights and powers herein granted, as fully as such attorney-in-fact could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledged that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, are not assuming any of the undersigned's liabilities under Section 16 of the Securities Exchange Act of 1934.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 3<sup>rd</sup> day of July, 2003.

Signature

/s/ Charles Kane

Charles Kane

---