FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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

1. Name and Address of Reporting Person* ADVENT ENERGY II LP	2. Date of Eve Requiring Stat (Month/Day/Ye 08/14/2003	ement	3. Issuer Name and Ticker or Trading Symbol ASPEN TECHNOLOGY INC /DE/ [AZPN]					
(Last) (First) (Middle) C/O ADVENT INTERNATIONAL CORPORATION			4. Relationship of Reporting Perso (Check all applicable) Director Office (Control of the Control of the Con	10% Owner	. (Mon	5. If Amendment, Date of Original Filed (Month/Day/Year)		
75 STATE STREET, 29TH FLOOR			Officer (give title below) Member of group that	below)	6. Ind Appli	Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person		
(Street) BOSTON MA 02109						,	More than One	
(City) (State) (Zip)								
Table I - Non-Derivative Securities Beneficially Owned								
1. Title of Security (Instr. 4)			2. Amount of Securities Beneficially Owned (Instr. 4)			. Nature of Indirect Beneficial Ownership nstr. 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		6. Nature of Indirect Beneficial Ownership (Instr. 5)	
	Date Exercisable		Title	Amount or Number of Shares	Derivative Security	or Indirect (I) (Instr. 5)		
Series D-1 Convertible Preferred Stock ⁽¹⁾	08/14/2003	08/08/1988 ⁽³⁾	common stock	1,982,000	0(2)	D		
Warrants to purchase common stock	08/14/2003	08/14/2010	common stock	396,400	3.33	D		

${\bf Explanation\ of\ Responses:}$

- 1. Each of the series D-1 shares is convertible into a number of shares 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).
- 2. Each of the series D-1 shares is convertible into a number of shares 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).
- 3. Shares may be converted into common stock on a perpetual basis.

/s/ Janet L. Hennessy, Vice President 08/14/2003

** 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.