UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

(Rule 13d-102)

Information Statement Pursuant to Rules 13d-1 and 13d-2 Under the Securities Exchange Act of 1934 (Amendment No. 2)*

Aspen Technology, Inc.

(Name of Issuer)

Common Stock

Rule 13d-1(b) Rule 13d-1(c) Rule 13d-1(d) ninder of this cover page shall because the same amendment containing in	e rule purs	045327103 (CUSIP Number) December 31, 2003 Date of Event Which Requires Filing of the suant to which this Schedule is filed: t for a reporting person's initial filing on the standard reporting person rep	
Rule 13d-1(b) Rule 13d-1(c) Rule 13d-1(d) ninder of this cover page shall because the same amendment containing in	e rule purs	December 31, 2003 Date of Event Which Requires Filing of the suant to which this Schedule is filed: t for a reporting person's initial filing on the	
Rule 13d-1(b) Rule 13d-1(c) Rule 13d-1(d) ninder of this cover page shall because the same amendment containing in	e rule purs	Date of Event Which Requires Filing of the suant to which this Schedule is filed:	
Rule 13d-1(b) Rule 13d-1(c) Rule 13d-1(d) ninder of this cover page shall because the same amendment containing in	e rule purs	suant to which this Schedule is filed: t for a reporting person's initial filing on th	
Rule 13d-1(b) Rule 13d-1(c) Rule 13d-1(d) ninder of this cover page shall because the same amendment containing in	e filled ou	t for a reporting person's initial filing on th	
Rule 13d-1(c) Rule 13d-1(d) ninder of this cover page shall because it is a mendment containing in			
quent amendment containing in			
nation required on the remaind		which would after disclosures provided in	
Act") or otherwise subject to the		s of that section of the Act but shall be sub	for the purpose of Section 18 of the Securities Exchange Act ject to all other provisions of the Act (however, see the Notes).
		Page 1 of 22	
P NO. 045327103		13G	Page 2 of 22 Pages
S.S. OR I.R.S. IDENTIFICAT	TION NO.	OF ABOVE PERSON	
		A MEMDED OF A CDOUD*	
CHECK THE APPROPRIAT	E BOX IF	_	a
		(a) 🗵	
		(b) o	
SEC USE ONLY			
4. CITIZENSHIP OR PLACE OF ORGANIZATION Illinois limited partnership U.S.A.			
NUMBER OF SHARES BENEFICIALLY	5. 6.	SOLE VOTING POWER O SHARED VOTING POWER	
OWNED BY EACH REPORTING	0.	1,260,047 shares of Common Stock \$1,640,000 in principal amount of the	Company's 5.25% Convertible Subordinated Debentures
	P NO. 045327103 NAME OF REPORTING PERS.S. OR I.R.S. IDENTIFICATE Citadel Limited Partnership CHECK THE APPROPRIATE SEC USE ONLY CITIZENSHIP OR PLACE OF Illinois limited part U.S.A. NUMBER OF SHARES BENEFICIALLY OWNED BY EACH	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. Citadel Limited Partnership CHECK THE APPROPRIATE BOX IF SEC USE ONLY CITIZENSHIP OR PLACE OF ORGAN Illinois limited partnership U.S.A. 5. NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Citadel Limited Partnership CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) (b) 0 SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION Illinois limited partnership U.S.A. 5. SOLE VOTING POWER NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING \$1,640,000 in principal amount of the

	WITH		Warrants to purchase 69,160 shares of	Common Stock(1)	
		7.	SOLE DISPOSITIVE POWER	.,	
		8.	SHARED DISPOSITIVE POWER		
9.		ENEFICIAL	See Row 6 above. LY OWNED BY EACH REPORTING PE	RSON	
	See Row 6 above.				
10.	CHECK BOX IF THE AGGR	REGATE AN	MOUNT IN ROW (9) EXCLUDES		
	CERTAIN SHARES*			0	
11.	PERCENT OF CLASS REPR	ESENTED	BY AMOUNT IN ROW (9)		
		ımon Stock		ommon Stock issued and outstanding as of Nove overtible Subordinated Debentures and the exer	
12.	TYPE OF REPORTING PERS	SON* PN ; I	нс		
1) See	Footnote 1 in item 4.				
			Page 2 of 22		
CUS	IP NO. 045327103		13G	Page 3 of 22 Pages	
1.	NAME OF REPORTING PER S.S. OR I.R.S. IDENTIFICAT		OF ABOVE PERSON		
	GLB Partners, L.P.				
2.	CHECK THE APPROPRIATE	E BOX IF A	A MEMBER OF A GROUP*		
			(a) ⊠		
			(b) o		
3.	SEC USE ONLY				
4.	CITIZENSHIP OR PLACE OF Delaware limited pa U.S.A.		ZATION		
	NUMBER OF	5.	SOLE VOTING POWER 0		
	SHARES BENEFICIALLY OWNED BY	6.	SHARED VOTING POWER 1,260,047 shares of Common Stock		
	EACH REPORTING PERSON		\$1,640,000 in principal amount of the (convertible into 30,961 shares of Con	Company's 5.25% Convertible Subordinated Enmon Stock)(1)	ebentures
	WITH		Warrants to purchase 69,160 shares o	f Common Stock(1)	
		7.	SOLE DISPOSITIVE POWER 0		
		8.	SHARED DISPOSITIVE POWER See Row 6 above.		

9.

See Row 6 above.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

	CERTAIN SHARES*			0	
11.	PERCENT OF CLASS REPR	ESENTED 1	BY AMOUNT IN ROW (9)		
		ımon Stock		of Common Stock issued and outstanding as of November 11, e Convertible Subordinated Debentures and the exercise of the	
12.	TYPE OF REPORTING PER	SON* PN; H	IC		
	-	111,1			
1) See l	Footnote 1 in item 4.				
			Page 3 of 22		
CUS	IP NO. 045327103		13G	Page 4 of 22 Pages	
1.	NAME OF REPORTING PERSONAL SERVICE S.S. OR I.R.S. IDENTIFICATION		F ABOVE PERSON		
	Citadel Investment Group, l	L.L.C.			
2.	CHECK THE APPROPRIAT	E BOX IF A	MEMBER OF A GROUP*		
	(a) ⊠				
			(b)	0	
3.	SEC USE ONLY				
4.	CITIZENSHIP OR PLACE C Delaware limited lia U.S.A.				
	NUMBER OF	5.	SOLE VOTING POWER 0		
	SHARES BENEFICIALLY OWNED BY	6.	SHARED VOTING POWER 1,260,047 shares of Common Sto	ock	
	EACH REPORTING PERSON WITH		\$1,640,000 in principal amount of (convertible into 30,961 shares of	of the Company's 5.25% Convertible Subordinated Debentures f Common Stock)(1)	
	VVIIII		Warrants to purchase 69,160 sha	ares of Common Stock(1)	
		7.	SOLE DISPOSITIVE POWER 0		
		8.	SHARED DISPOSITIVE POWER See Row 6 above.	3	
9.	AGGREGATE AMOUNT BE See Row 6 above.	ENEFICIAL	LY OWNED BY EACH REPORTIN	G PERSON	
10.	CHECK BOX IF THE AGGF	REGATE AM	IOUNT IN ROW (9) EXCLUDES		
	CERTAIN SHARES*			0	
11.	PERCENT OF CLASS REPR	RESENTED	BY AMOUNT IN ROW (9)		
		ımon Stock		of Common Stock issued and outstanding as of November 11, e Convertible Subordinated Debentures and the exercise of the	
12.	TYPE OF REPORTING PER	SON* OO; I			
		50,1			

CUSI	P NO. 045327103		13G	Page 5 of 22 Pages		
1.	. NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON					
	Kenneth Griffin					
2.	CHECK THE APPROPRIAT	E BOX IF A		a a		
			(a)			
3.	SEC USE ONLY					
4.	CITIZENSHIP OR PLACE C U.S. Citizen U.S.A.)F ORGANIZ	ZATION			
	NUMBER OF	5.	SOLE VOTING POWER 0			
	SHARES BENEFICIALLY OWNED BY	6.	SHARED VOTING POWER 1,260,047 shares of Common Stock			
	EACH REPORTING PERSON WITH		\$1,640,000 in principal amount of the (convertible into 30,961 shares of Con	Company's 5.25% Convertible Subordinated Debentures nmon Stock)(1)		
			Warrants to purchase 69,160 shares of	f Common Stock(1)		
		7.	SOLE DISPOSITIVE POWER 0			
		8.	SHARED DISPOSITIVE POWER See Row 6 above.			
9.	AGGREGATE AMOUNT BE See Row 6 above.	ENEFICIALI	LY OWNED BY EACH REPORTING P	ERSON		
10.	CHECK BOX IF THE AGGF	REGATE AM	IOUNT IN ROW (9) EXCLUDES			
	CERTAIN SHARES*			0		
11.	PERCENT OF CLASS REPR	RESENTED I	BY AMOUNT IN ROW (9)			
	Approximately 3.4% as of December 31, 2003 (based on 40,179,946 shares of Common Stock issued and outstanding as of November 11, 2003, plus the shares of Common Stock issuable upon the conversion of the Convertible Subordinated Debentures and the exercise of the Warrants referred to in Row 6 above).					
12.	TYPE OF REPORTING PERSON* IN; HC					
) See I	Footnote 1 in item 4.					
			Page 5 of 22			
CUSII	P NO. 045327103		13G	Page 6 of 22 Pages		
1.	NAME OF REPORTING PERSONAL SERVICE S.S. OR I.R.S. IDENTIFICATION		F ABOVE PERSON			
	Citadel Wellington Partners	L.P.				

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

			(a)				
			(b)	0			
3.	SEC USE ONLY						
4.		CITIZENSHIP OR PLACE OF ORGANIZATION Illinois limited partnership U.S.A.					
	NUMBER OF	5.	SOLE VOTING POWER				
	SHARES BENEFICIALLY OWNED BY	6.	SHARED VOTING POWER 1,260,047 shares of Common Stoo	ck			
	EACH REPORTING PERSON WITH		(convertible into 30,961 shares of	, , , , , , , , , , , , , , , , , , ,			
			Warrants to purchase 69,160 sha	res of Common Stock(1)			
		7.	SOLE DISPOSITIVE POWER 0				
		8.	SHARED DISPOSITIVE POWER See Row 6 above.				
9.	AGGREGATE AMOUNT BI See Row 6 above.	ENEFICIALI	LY OWNED BY EACH REPORTING	G PERSON			
10.	CHECK BOX IF THE AGGE	REGATE AM	IOUNT IN ROW (9) EXCLUDES				
	CERTAIN SHARES*			0			
11.	PERCENT OF CLASS REPF	RESENTED I	BY AMOUNT IN ROW (9)				
		nmon Stock		of Common Stock issued and outstanding as of November 11, Convertible Subordinated Debentures and the exercise of the			
12.	TYPE OF REPORTING PER	SON* PN; H	IC				
C	Essession 4 to the m. A.						
See	Footnote 1 in item 4.		D. v. C. (122				
			Page 6 of 22				
CUSI	IP NO. 045327103		13G	Page 7 of 22 Pages			
1.	NAME OF REPORTING PE S.S. OR I.R.S. IDENTIFICA		F ABOVE PERSON				
	Citadel Kensington Global	Strategies F	und Ltd.				
2.	CHECK THE APPROPRIAT	E BOX IF A	MEMBER OF A GROUP*				
			(a)				
			(b)	0			
3.	SEC USE ONLY						
4.	CITIZENSHIP OR PLACE O		ZATION				

SOLE VOTING POWER

	NUMBER OF		0	
	SHARES BENEFICIALLY OWNED BY	6.	SHARED VOTING POWER 1,260,047 shares of Common St	ock
	EACH REPORTING PERSON WITH		\$1,640,000 in principal amount (convertible into 30,961 shares	of the Company's 5.25% Convertible Subordinated Debentures of Common Stock)(1)
	*******		Warrants to purchase 69,160 sh	ares of Common Stock(1)
		7.	SOLE DISPOSITIVE POWER 0	
		8.	SHARED DISPOSITIVE POWE See Row 6 above.	R
9.	AGGREGATE AMOUNT BE See Row 6 above.	ENEFICIAL	LY OWNED BY EACH REPORTI	NG PERSON
10.	CHECK BOX IF THE AGGE	REGATE AM	MOUNT IN ROW (9) EXCLUDES	
	CERTAIN SHARES*			0
11.	PERCENT OF CLASS REPR	RESENTED	BY AMOUNT IN ROW (9)	
		nmon Stock		s of Common Stock issued and outstanding as of November 11, ne Convertible Subordinated Debentures and the exercise of the
12.	TYPE OF REPORTING PER	SON* CO; I	нс	
See	Footnote 1 in item 4.			
			Page 7 of 22	
CUSI	P NO. 045327103		13G	Page 8 of 22 Pages
1.	NAME OF REPORTING PER S.S. OR I.R.S. IDENTIFICAT		F ABOVE PERSON	
	Citadel Equity Fund Ltd.			
2.	CHECK THE APPROPRIAT	E BOX IF A	MEMBER OF A GROUP*	
			(a)	
			(b) 0
3.	SEC USE ONLY		(-)	, -
4.	CITIZENSHIP OR PLACE C		ZATION	
	NUMBER OF	5.	SOLE VOTING POWER 0	
	SHARES BENEFICIALLY OWNED BY EACH	6.	SHARED VOTING POWER 1,260,047 shares of Common St	ock
	REPORTING PERSON WITH		\$1,640,000 in principal amount (convertible into 30,961 shares o	of the Company's 5.25% Convertible Subordinated Debentures of Common Stock)(1)
	*******		Warrants to purchase 69,160 sh	ares of Common Stock(1)
		7.	SOLE DISPOSITIVE POWER 0	
		8	SHARED DISDOSITIVE DOWE	D

(1)

9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON See Row 6 above.				
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES				
	CERTAIN SHARES* 0				
11.	PERCENT OF CLASS REPE	RESENTED	BY AMOUNT IN ROW (9)		
		nmon Stock		common Stock issued and outstanding as of November 11, nvertible Subordinated Debentures and the exercise of the	
12.	TYPE OF REPORTING PER	SON*	нс		
See	Footnote 1 in item 4.				
			Page 8 of 22		
CUSI	P NO. 045327103		13G	Page 9 of 22 Pages	
1.	NAME OF REPORTING PE S.S. OR I.R.S. IDENTIFICAT		OF ABOVE PERSON		
	Aragon Investments, Ltd.				
2.	CHECK THE APPROPRIAT	E BOX IF	A MEMBER OF A GROUP*		
			(a) 🗵		
			(b) o		
3.	SEC USE ONLY				
4.	CITIZENSHIP OR PLACE C Bermuda company		IZATION		
	NUMBER OF	5.	SOLE VOTING POWER 0		
	SHARES BENEFICIALLY OWNED BY EACH	6.	SHARED VOTING POWER 1,260,047 shares of Common Stock		
	REPORTING PERSON WITH		\$1,640,000 in principal amount of the (convertible into 30,961 shares of Com	Company's 5.25% Convertible Subordinated Debentures amon Stock)(1)	
			Warrants to purchase 69,160 shares of	Common Stock(1)	
		7.	SOLE DISPOSITIVE POWER 0		
		8.	SHARED DISPOSITIVE POWER See Row 6 above.		
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON See Row 6 above.				
10.	CHECK BOX IF THE AGGI	REGATE A	MOUNT IN ROW (9) EXCLUDES		
	CERTAIN SHARES*			0	
11.	PERCENT OF CLASS REPE	RESENTED	BY AMOUNT IN ROW (9)		

Approximately 3.4% as of December 31, 2003 (based on 40,179,946 shares of Common Stock issued and outstanding as of November 11, 2003, plus the shares of Common Stock issuable upon the conversion of the Convertible Subordinated Debentures and the exercise of the

Warrants referred to in Row 6 above).

See Row 6 above.

12.	TYPE OF REPORTING PE	ERSON* CO		
	T 4	_		
) See .	Footnote 1 in item 4.		Page 9 of 22	
			1 agc 3 01 22	
CUSI	IP NO. 045327103		13G	Page 10 of 22 Pages
1.	NAME OF REPORTING P S.S. OR I.R.S. IDENTIFIC		OF ABOVE PERSON	
	Citadel Distressed and Cr	edit Opportu	nity Fund Ltd.	
2.	CHECK THE APPROPRIA	ATE BOX IF A	A MEMBER OF A GROUP*	
			(a)	
			(b)	0
3.	SEC USE ONLY			
4.	CITIZENSHIP OR PLACE		IZATION	
	NUMBER OF	5.	SOLE VOTING POWER 0	
	SHARES BENEFICIALLY OWNED BY	6.	SHARED VOTING POWER 1,260,047 shares of Common Stock	
	EACH REPORTING PERSON		\$1,640,000 in principal amount of t (convertible into 30,961 shares of C	ne Company's 5.25% Convertible Subordinated Debentures ommon Stock)(1)
	WITH		Warrants to purchase 69,160 share	s of Common Stock(1)
		7.	SOLE DISPOSITIVE POWER 0	
		8.	SHARED DISPOSITIVE POWER See Row 6 above.	
9.	AGGREGATE AMOUNT See Row 6 above.	BENEFICIAI	LLY OWNED BY EACH REPORTING	PERSON
10.	CHECK BOX IF THE AG	GREGATE Al	MOUNT IN ROW (9) EXCLUDES	
	CERTAIN SHARES*			0
11.	PERCENT OF CLASS RE	PRESENTED	BY AMOUNT IN ROW (9)	
		ommon Stock		f Common Stock issued and outstanding as of November 11, Convertible Subordinated Debentures and the exercise of the
12.	TYPE OF REPORTING PR	ERSON*	HC	
) See !	Footnote 1 in item 4.			
			Page 10 of 22	

CUSIP NO. 045327103 13G Page 11 of 22 Pages

1. NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2.	CHECK THE APPROPRIATE	ΓΕ BOX IF	A MEMBER OF A GROUP*			
			(a) ⊠			
			(b) o			
3.	SEC USE ONLY					
4.	CITIZENSHIP OR PLACE Cayman Islands co		IIZATION			
	NUMBER OF	5.	SOLE VOTING POWER 0			
	SHARES BENEFICIALLY OWNED BY EACH	6.	SHARED VOTING POWER 1,260,047 shares of Common Stock			
	REPORTING PERSON WITH		\$1,640,000 in principal amount of the C (convertible into 30,961 shares of Comm	Company's 5.25% Convertible Subordinated Debentures mon Stock)(1)		
	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,		Warrants to purchase 69,160 shares of	Common Stock(1)		
		7.	SOLE DISPOSITIVE POWER 0			
		8.				
9.	AGGREGATE AMOUNT B See Row 6 above.	BENEFICIA	LLY OWNED BY EACH REPORTING PE	RSON		
0.	CHECK BOX IF THE AGG	REGATE A	MOUNT IN ROW (9) EXCLUDES			
	CERTAIN SHARES*		· ,	0		
1.	PERCENT OF CLASS REP	RESENTEI	D BY AMOUNT IN ROW (9)			
	Approximately 3.4% as of 1	December 3	31, 2003 (based on 40,179,946 shares of Co k issuable upon the conversion of the Con	ommon Stock issued and outstanding as of November 11, exertible Subordinated Debentures and the exercise of the		
12.	TYPE OF REPORTING PE	RSON*				
		CO				
ee F	ootnote 1 in item 4.	-				
			Page 11 of 22			
CUSI	P NO. 045327103		13G	Page 12 of 22 Pages		
1.	NAME OF REPORTING PE S.S. OR I.R.S. IDENTIFICA		OF ABOVE PERSON			
	Citadel Edison Fund L.P.					
2.	CHECK THE APPROPRIAT	ΓΕ BOX IF	A MEMBER OF A GROUP*			
·.	CHECK THE APPROPRIATE	ΓΕ BOX IF	A MEMBER OF A GROUP* (a) ⊠			
	CHECK THE APPROPRIATE	ΓΕ BOX IF	_			
2. 3.	CHECK THE APPROPRIATE	TE BOX IF	(a) ⊠			

Delaware limited partnership

	NUMBER OF	5.	SOLE VOTING POWER 0	
	SHARES BENEFICIALLY OWNED BY EACH	6.	SHARED VOTING POWER 0	
	REPORTING PERSON WITH	7.	SOLE DISPOSITIVE POWER 0	
		8.	SHARED DISPOSITIVE POWER 0	
9.	AGGREGATE AMOUNT BENEFIC	CIALLY (OWNED BY EACH REPORTING PERSON	
10.	CHECK BOX IF THE AGGREGAT	E AMOU	INT IN ROW (9) EXCLUDES	
	CERTAIN SHARES*			0
11.	PERCENT OF CLASS REPRESENT 0.0%		AMOUNT IN ROW (9)	
12.	TYPE OF REPORTING PERSON*	PN; HC		
		11,712	Page 12 of 22	
CUSI	P NO. 045327103		13G	Page 13 of 22 Pages
1.	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION N	NO. OF A	BOVE PERSON	
2.	CHECK THE APPROPRIATE BOX	TEAME	MDED OF A CDOUD*	
۷.	CHECK THE APPROPRIATE BOX	IF A MI		
			(a) ⊠	
			(b) o	
3.	SEC USE ONLY			
4.	CITIZENSHIP OR PLACE OF ORG		TION	
	NUMBER OF	5.	SOLE VOTING POWER 0	
	SHARES BENEFICIALLY OWNED BY	6.	SHARED VOTING POWER	
	EACH REPORTING		0	
	PERSON WITH	7.	SOLE DISPOSITIVE POWER 0	
		8.	SHARED DISPOSITIVE POWER 0	
9.	AGGREGATE AMOUNT BENEFIC	CIALLY (OWNED BY EACH REPORTING PERSON	
10.	CHECK BOX IF THE AGGREGAT	E AMOU	UNT IN ROW (9) EXCLUDES	
	CERTAIN SHARES*			0
11.	PERCENT OF CLASS REPRESEN	TED BY	AMOUNT IN ROW (9)	
	0.0%			

12.	TYPE OF REPORTING PERSON* CO; HC					
	Page 13 of 22					
CUSIF	P NO. 045327103		13G	Page 14 of 22 Pages		
1.	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION		BOVE PERSON			
	Citadel Edison Investments Ltd.					
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*					
			(a) 🗵			
3.	SEC USE ONLY		(b) o			
4.	CITIZENSHIP OR PLACE OF OR Cayman Islands compar		ΓΙΟΝ			
9. 10. 11.	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5. 6. 7. 8. TICIALLY OUTE AMOUNTED BY	SHARED VOTING POWER 0 SOLE DISPOSITIVE POWER 0 SHARED DISPOSITIVE POWER 0 OWNED BY EACH REPORTING PERSO JINT IN ROW (9) EXCLUDES	N		
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			5			
CUSIF	P NO. 045327103		13G	Page 15 of 22 Pages		
Item 1(a)	Name of Issuer: ASPEN T					
1(b)	Address of Issuer's Princip Ten Can	al Park				
Item 2(a) Item 2(b) Item 2(c)	Name of Person Filing Address of Principal Busin Citizenship		2141			
	Citadel Limited Pa	rtnership				

Citadel Limited Partnership
131 S. Dearborn Street, 32nd Floor
Chicago, Illinois 60603
Illinois limited partnership

GLB Partners, L.P. 131 S. Dearborn Street, 32nd Floor Chicago, Illinois 60603 Delaware limited partnership

Citadel Investment Group, L.L.C. 131 S. Dearborn Street, 32nd Floor Chicago, Illinois 60603 Delaware limited liability company

Kenneth Griffin 131 S. Dearborn Street, 32nd Floor Chicago, Illinois 60603 U.S. Citizen

Citadel Wellington Partners L.P. c/o Citadel Investment Group, L.L.C. 131 S. Dearborn Street, 32nd Floor Chicago, Illinois 60603 Illinois limited partnership

Citadel Kensington Global Strategies Fund Ltd. c/o Citadel Investment Group, L.L.C. 131 S. Dearborn Street, 32nd Floor Chicago, Illinois 60603 Bermuda company

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Citadel Equity Fund Ltd. c/o Citadel Investment Group, L.L.C. 131 S. Dearborn Street, 32nd Floor Chicago, Illinois 60603 Cayman Islands company

Aragon Investments, Ltd. c/o Citadel Investment Group, L.L.C. 131 S. Dearborn Street, 32nd Floor Chicago, Illinois 60603 Bermuda company

Citadel Distressed and Credit Opportunity Fund Ltd. c/o Citadel Investment Group, L.L.C. 131 S. Dearborn Street, 32nd Floor Chicago, Illinois 60603 Cayman Islands company

Citadel Credit Trading Ltd. c/o Citadel Investment Group, L.L.C. 131 S. Dearborn Street, 32nd Floor Chicago, Illinois 60603 Cayman Islands company

Citadel Edison Fund L.P. c/o Citadel Investment Group, L.L.C. 131 S. Dearborn Street, 32nd Floor Chicago, Illinois 60603 Delaware limited partnership

Citadel Edison Fund Ltd. c/o Citadel Investment Group, L.L.C. 131 S. Dearborn Street, 32nd Floor Chicago, Illinois 60603 Cayman Islands company

Citadel Edison Investments Ltd. c/o Citadel Investment Group, L.L.C. 131 S. Dearborn Street, 32nd Floor Chicago, Illinois 60603 Cayman Islands company

Common Stock, par value \$0.10 per share

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CUSIP NO. 045327103 13G Page 17 of 22 Pages 2(e) **CUSIP** Number: 045327103 Item 3 If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a: (a) Broker or dealer registered under Section 15 of the Exchange Act; (b) Bank as defined in Section 3(a)(6) of the Exchange Act; O Insurance company as defined in Section 3(a)(19) of the Exchange Act; (c) 0 (d) Investment company registered under Section 8 of the Investment Company Act; 0 (e) An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E); 0 (f) An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F); 0 A parent holding company or control person in accordance with Rule 13d-1(b)(ii)(G); (g) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act; (h) 0 (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment O Company Act;

If this statement is filed pursuant to Rule 13d-1(c), check this box. ⊠

Item 4 Ownership:

CITADEL LIMITED PARTNERSHIP

(j)

GLB PARTNERS, L.P.

CITADEL INVESTMENT GROUP, L.L.C.

KENNETH GRIFFIN

CITADEL WELLINGTON PARTNERS L.P.

CITADEL EQUITY FUND LTD.

CITADEL KENSINGTON GLOBAL STRATEGIES FUND LTD.

ARAGON INVESTMENTS, LTD.

CITADEL DISTRESSED AND CREDIT OPPORTUNITY FUND LTD.

CITADEL CREDIT TRADING LTD.

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Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

(a) Amount beneficially owned:

1,260,047 shares of Common Stock

\$1,640,000 in principal amount of the Company's 5.25% Convertible Subordinated Debentures (convertible into 30,961 shares of Common Stock)(1)

Warrants to purchase 69,160 shares of Common Stock(1)

(b) Percent of Class:

Approximately 3.4% as of December 31, 2003 (based on 40,179,946 shares of Common Stock issued and outstanding as of November 11, 2003, plus the shares of Common Stock issuable upon the conversion of the Convertible Subordinated Debentures and the exercise of the Warrants referred to in item (a) above).(1)

- (c) Number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote:

	(ii)	shared power to vote or to dir	rect the vote:					
		See item (a) above.						
	(iii)	(iii) sole power to dispose or to direct the disposition of:						
	0							
	(iv) shared power to dispose or to direct the disposition of:							
		See item (a) above.						
Reporting Pe Subordinated of the Compo Reporting Pe 18.8791 shar	ersons may and Debenture any's Commersons of water of Commersons of water of Commersons of Water of Commersons of	acquire in the future through the s due June 15, 2005 (the "Deber non Stock and (ii) 69,160 shares urrants (the "Warrants") at an exconn Stock for each \$1,000 in prince	conversion of \$1.64 million aggregate patures") which may be converted by the of Common Stock that the Reporting Po	ock, par value \$0.10 per share (the "Common Stock") that the principal amount of the Company's 5 1/4% Convertible Reporting Persons, at any time prior to maturity, into shares ersons may acquire in the future through the exercise by the May 9, 2007. The conversion rate for the Debentures is prevent dilution.				
CITADEL E	EDISON FU							
CHADELE	EDISON IN	VESTMENTS LID.	Page 18 of 22					
			Page 10 01 22					
CUSIP N	IO. 0453271	03	13G	Page 19 of 22 Pages				
			15.5	1 age 10 of 22 1 ages				
(a)	Alliou	nt beneficially owned:						
(b)	Dawaay	nt of Class:						
(b)	Percei							
(-)	NIl.							
(c)		er of shares as to which such pe						
	(i)	sole power to vote or to direct	t the vote:					
		0						
	(ii)	shared power to vote or to dir	ect the vote:					
		0						
	(iii)	sole power to dispose or to di	rect the disposition of:					
		0						
	(iv)	shared power to dispose or to	direct the disposition of:					
		0						
Item 5	Owne	rship of Five Percent or Less of	a Class:					
			rt the fact that as of the date hereof the F securities, check the following \square .	Reporting Persons have ceased to be the beneficial owner of				
Item 6	Owne	rship of More than Five Percent Not Applicable.	on Behalf of Another Person:					
Item 7	Identi	fication and Classification of the See Item 2 above.	Subsidiary which Acquired the Securit	y Being Reported on by the Parent Holding Company:				
Item 8	Identi	fication and Classification of Me Not Applicable.	embers of the Group:					

Notice of Dissolution of Group: Not Applicable.

Item 9

Item 10 Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

* Adam C. Cooper is signing on behalf of Kenneth Griffin as attorney-in-fact pursuant to a power of attorney previously filed with the Securities and Exchange Commission on November 19, 2002, and hereby incorporated by reference herein. The power of attorney was filed as an attachment to a filing by Citadel Limited Partnership on Form 3 for Metals USA, Inc.

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After reasonable inquiry and to the best of its knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated this 11th day of February, 2004

KENNETH GRIFFIN

By: /s/ Adam C. Cooper

Adam C. Cooper, attorney-in-fact

CITADEL LIMITED PARTNERSHIP

By: GLB Partners, L.P.,

its General Partner

Citadel Investment Group, L.L.C.,

its General Partner

By: /s/ Adam C. Cooper

Adam C. Cooper, Senior Managing Director and General Counsel

CITADEL INVESTMENT GROUP, L.L.C.

By: /s/ Adam C. Cooper

Adam C. Cooper, Senior Managing Director and General Counsel

CITADEL EDISON FUND L.P.

By: Citadel Limited Partnership,

its General Partner

By: GLB Partners, L.P., its General Partner

By: Citadel Investment Group, L.L.C.,

its General Partner

By: /s/ Adam C. Cooper

Adam C. Cooper, Senior Managing Director and General Counsel

GLB PARTNERS, L.P.

By: Citadel Investment Group, L.L.C.,

its General Partner

By: /s/ Adam C. Cooper

Adam C. Cooper, Senior Managing Director and General Counsel

CITADEL WELLINGTON PARTNERS L.P.

By: Citadel Limited Partnership,

its General Partner

By: GLB Partners, L.P.,

its General Partner

By: Citadel Investment Group, L.L.C.,

its General Partner

By: /s/ Adam C. Cooper

Adam C. Cooper, Senior Managing Director and General Counsel

CITADEL EDISON FUND LTD.

By: Citadel Limited Partnership,

its Portfolio Manager

By: GLB Partners, L.P.,

its General Partner

By: Citadel Investment Group, L.L.C.,

its General Partner

By: /s/ Adam C. Cooper

Adam C. Cooper, Senior Managing
Director and General Counsel

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STRATEGIES FUND LTD.				
By:	Citadel Limited Partnership, its Portfolio Manager	By:	Citadel Limited Partnership, its Portfolio Manager	
By:	GLB Partners, L.P., its General Partner	By:	GLB Partners, L.P., its General Partner	
By:	Citadel Investment Group, L.L.C., its General Partner	By:	Citadel Investment Group, L.L.C., its General Partner	
Ву:	/s/ Adam C. Cooper Adam C. Cooper, Senior Managing Director and General Counsel	By:	/s/ Adam C. Cooper Adam C. Cooper, Senior Managing Director and General Counsel	
CITADEL EDISON INVESTMENTS LTD.		ARA	ARAGON INVESTMENTS, LTD.	
By:	Citadel Limited Partnership, its Portfolio Manager	By:	Citadel Limited Partnership, its Portfolio Manager	
By:	GLB Partners, L.P., its General Partner	By:	GLB Partners, L.P., its General Partner	
By:	Citadel Investment Group, L.L.C., its General Partner	By:	Citadel Investment Group, L.L.C., its General Partner	
Ву:	/s/ Adam C. Cooper Adam C. Cooper, Senior Managing Director and General Counsel	By:	/s/ Adam C. Cooper Adam C. Cooper, Senior Managing Director and General Counsel	
CITADEL DISTRESSED AND CREDIT OPPORTUNITY FUND LTD.		ADEL CREDIT TRADING LTD.		
By:	Citadel Limited Partnership, its Portfolio Manager	By:	Citadel Limited Partnership, its Portfolio Manager	
Ву:	GLB Partners, L.P., its General Partner	By:	GLB Partners, L.P., its General Partner	
By:	Citadel Investment Group, L.L.C., its General Partner	By:	Citadel Investment Group, L.L.C., its General Partner	

By:

/s/ Adam C. Cooper Adam C. Cooper, Senior Managing Director and General Counsel

/s/ Adam C. Cooper Adam C. Cooper, Senior Managing Director and General Counsel

By: