SEC Form 3

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

Requiring State	Requiring Statement Month/Day/Year) ASPEN TECHNOLOGY INC /DE/ [AZPN]						
		Check all applicable) Director Officer (give title	10% Owner Other (specify		5. If Amendment, Date of Original Filed (Month/Day/Year)		
		below)	,	A	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person		
						y More than One	
Table I - Non-Derivative Securities Beneficially Owned							
1. Title of Security (Instr. 4)		Beneficially Owned (Instr. 4) Form: Direct		:ṫ(D) (In	4. Nature of Indirect Beneficial Ownership (Instr. 5)		
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)							
Expiration Da	ate	3. Title and Amount of Securities Underlying Derivative Security (Instr.		or Exerci	ise Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
Date Exercisable	Expiration Date	Title	Amount or Number of Shares		e or Indirect		
08/14/2003	08/08/1988 ⁽³⁾	common stock	36,000	0 ⁽²⁾	D		
08/14/2003	08/14/2010	common stock	7,200	3.33	D		
	Table II - Nor Table II - Nor Expiration Di (Month/Day/Yes 08/14/2003	Requiring Statement (Month/Day/Year) 08/14/2003 4 Table I - Non-Derivative 4 E 2. Be 2. Be 2. Date Expiration Date (Month/Day/Year) Date Expiration Date (Month/Day/Year) Date Expiration Date (Month/Day/Year) 08/14/2003 08/08/1988 ⁽³⁾	Requiring Statement (Month/Day/Year) 08/14/2003 ASPEN TECHNOLOG 4. Relationship of Reporting Perso (Check all applicable) Director Officer (give title below) Aspen Technolog Table I - Non-Derivative Securities Beneficially Member of group that> Zable II - Derivative Securities Beneficially Over (Month/Day/Year) Securities Beneficially Over Underlying Derivative Securities Zable II - Derivative Securities Beneficially Over (Month/Day/Year) Securities Beneficially Over Underlying Derivative Securities Date Expiration Date (Month/Day/Year) Securities Beneficially Securities Beneficially Over Underlying Derivative Securities Date Expiration Date (Month/Day/Year) Securities Beneficially Securities Date Expiration Date (Month/Day/Year) Securities Beneficially Securities Date Expiration Date (Month/Day/Year) Title Os/14/2003 Os/08/1988 ⁽³⁾	Requiring Statement (Month/Day/Year) 08/14/2003 ASPEN TECHNOLOGY INC /I ASPEN TECHNOLOGY INC /I 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Table I - Non-Derivative Securities Beneficially Owned 2. Amount of Securities Beneficially Owned (Instr. 4) 3. Ownersh Form: Director or Indirect (Instr. 5) Table II - Derivative Securities Beneficially Owned 3. Ownersh Form: Director or Indirect (Instr. 4) 2. Date Exercisable and Expiration Date (Month/Day/Year) 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Date Expiration Date (Month/Day/Year) 3. Title and Amount of Security Security (Instr. 4) 08/14/2003 08/08/1988 ⁽³⁾ common stock 36,000	Requiring Statement (Month/Day/Year) ASPEN TECHNOLOGY INC /DE/ [A2 08/14/2003 A. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) 0 Member of group that>10% owner Other (specify below) Member of group that>10% owner 4. Rable I - Non-Derivative Securities Beneficially Owned (instr. 4) 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) 4. Table II - Derivative Securities Beneficially Owned e.g., puts, calls, warrants, options, convertible securities (Month/Day/Year) 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) 4. Convers of Exercisable and Expiration Date 2. Date Exercisable and Expiration Date 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) 4. Convers of Exercisable Date Exercisable Expiration Date 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) 4. Convers of Exercisable 08/14/2003 08/08/1988 ⁽³⁾ common stock 36,000 0 ⁽²⁾	Requiring Statement (Month/Day/Year) ASPEN TECHNOLOGY INC /DE/ [AZPN] 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) 5. If Amendment, Da (Month/Day/Year) Director 10% Owner Officer (give title below) 10% Owner Other (specify below) Member of group that>10% owner 6. Individual or Joint Applicable Line) X Form filed by Reporting Privative Securities Beneficially Owned Table I - Non-Derivative Securities Beneficially Owned e.g., puts, calls, warrants, options, convertible securities Date 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) 4. Nature of Indirect (Instr. 5) 2. Date Exercisable and Expiration Date (Month/Day/Year) 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) 4. Conversion of Berivative Security 5. Ownership Price of Derivative Security Date Expiration Date (Month/Day/Year) 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) 4. Conversion of Barers 5. Ownership Price of Derivative Security 08/14/2003 08/08/1988 ⁽³⁾ common stock 36,000 0 ⁽²⁾ D	

Explanation of Responses:

1. Each of the series D-1 shares is convertible into a number of shares of common stock 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 of common stock 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 to 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.