FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| l | OMB APPRO | VAL |
|---|------------------------|-----------|
| | OMB Number: | 3235-0287 |
| l | Estimated average burd | en |
| l | hours per response: | 0.5 |

| | Check this box if no longer subject to |
|---|--|
| ١ | Section 16. Form 4 or Form 5 |
| ı | obligations may continue. See |
| | Instruction 1(h) |

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

| | | 2. Issuer Name and Ticker or Trading Symbol ASPEN TECHNOLOGY INC /DE/ [AZPN] | | | | | | | | (Chec | k all app | pplicable) | | ., | | | | | |
|--|--|--|---|---|--|-------------------------------|---------------|--|--|--------------------------------------|--|--|--|--|--|--|---|---|--|
| STATE STREET 29TH ELOOR | | | | | 3. Date of Earliest Transaction (Month/Day/Year) 03/30/2007 | | | | | | | | | Officer (give title below) | | | | (specify) | |
| treet) OSTON MA 02109 | | | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | | 6. Indi Line) X | ' I | | | | | |
| (50 | | | on-Deriv | ative | Sec | uritie | es Ac | auire | d Di | snosed o | f or B | enefic | ially | Owne | -d | | | | |
| 1. Title of Security (Instr. 3) 2. Transa Date | | | | ion | 2A. D Exec if any | 2A. Deemed Execution Date, | | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or | | | 5. Amount of Securities Beneficially Owned Followin | | unt of ies cially Following | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | | 7. Nature of Indirect Beneficial Ownership | |
| | | | | | | | | Code | v | Amount | (A) or (D) | Price | | Transa | ction(s) | | | (Instr. 4) | |
| Common Stock 03 | | | | |)07 | | | S | S 34 | | D | \$13.1 | 1023 | 2 | !,322 | | | see footnote ⁽¹⁾ | |
| Common Stock 04 | | | | | 007 | | | | | 5 | D | \$12.7 | 7405 | 5 2,317 | | | | see footnote ⁽¹⁾ | |
| Common Stock 04/03/2 | | | | |)07 | | | S | | 10 | D \$12. | | 9779 | 2,307 | | I | | see footnote ⁽¹⁾ | |
| | Та | ıble II | | | | | | | | | | | | wned | | | | | |
| ty or Exercise (Month/Day/Year) if any | | ion Date, | Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | Expira (Monti | ation D h/Day/ | ate | Amount | | Der Sec (Ins | rivative curity | derivative Securities Beneficiall Owned Following Reported | y | Ownership Form: Direct (D) or Indirect | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | | |
| | (Fin VENT INTE E STREET, N M. (St. Stock Stock Stock 2. Conversion or Exercise Price of Derivative | VENT INTERNATIONAL E STREET, 29TH FLOOR N MA (State) (State) (Table Security (Instr. 3) Stock Stock Stock 2. Conversion or Exercise Price of Derivative (Month/Day/Year) | (First) (Middle) VENT INTERNATIONAL E STREET, 29TH FLOOR N MA 02109 (State) (Zip) Table I - N Security (Instr. 3) Stock Stock Table II 2. Conversion or Exercise Price of Derivative Price of Derivative (Month/Day/Year) (Month | (First) (Middle) VENT INTERNATIONAL E STREET, 29TH FLOOR N MA 02109 (State) (Zip) Table I - Non-Derive (Month/Day) Security (Instr. 3) 2. Transact Date (Month/Day) Stock 03/30/2 Stock 04/02/2 Table II - Derivat (e.g., pt Conversion or Exercise Price of Derivative (Month/Day/Year) 2. (Month/Day/Year) 3. Transaction Date (Month/Day/Year) | Table II - Derivative Stock 2. Transaction Date (Month/Day/Year) Table II - Derivative Stock 2. 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Securities Acqueed Execution Date, if any (Month/Day/Year) (Month/Day/Year) 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | ASPEN TECHNOLO (First) (Middle) VENT INTERNATIONAL E STREET, 29TH FLOOR (State) (Zip) Table I - Non-Derivative Securities Acquire (Month/Day/Year) Security (Instr. 3) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) Stock 1. Table II - Derivative Securities Acquired, (e.g., puts, calls, warrants, option or Exercise Price of Derivative Security 2. Table II - Derivative Securities Acquired, (e.g., puts, calls, warrants, option or Exercise (Month/Day/Year) 2. Conversion or Exercise Price of Derivative Securities Acquired, (honth/Day/Year) 3. Date of Earliest Transaction 03/30/2007 4. If Amendment, Date of Origin 2A. Deemed Execution Date, if any (Month/Day/Year) Stock 1. Table II - Derivative Securities Acquired, (e.g., puts, calls, warrants, option of Date (Month/Day/Year) 2. Conversion of Date (Month/Day/Year) 2. 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If Amendment, Date of Original Filed (Month/Day/Year) 5. Code V Amount (A) or Disposed of Original Filed (Month/Day/Year) 5. Date Date original Filed (Month/Day/Year) 5. Manount (B) or Date original Filed (Month/Day/Year) 5. Date Exercisable and Expiration or Date original Filed (Month/Day/Year) 5. Manount (B) or Date original Filed (Month/Day/Year) 5. Date Date original Filed (Month/Day/Year) 5. Date Date original Filed (Month/Day/Year) 5. Manount (B) or Date original Filed (Month/Day/Year) 5. Date Date original Filed (Month/Day/Yea | (First) (Middle) VENT INTERNATIONAL E STREET, 29TH FLOOR MA 02109 (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Code (Instr. 3) 2. 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Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) Stock 03/30/2007 2. Transaction Date (Month/Day/Year) (Month/Day/Year) Stock 04/02/2007 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Stock 04/02/2007 S 34 D \$13.1023 2,322 Stock 04/03/2007 S 5 D \$12.7405 2,317 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Transaction (Month/Day/Year) Stock 04/03/2007 S 5 D \$12.7405 2,317 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Transaction(S) (Instr. 3 and 4) Stock 04/03/2007 S 5 D \$12.7405 2,317 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Execution Date, or Beneficially Owned) Transaction (Instr. 3) 3. Transaction Date (Instr. 3) 4. Stock 04/03/2007 S 5 D \$12.7405 2. 307 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Execution Date, or Beneficially Owned) (Instr. 3 and 4) Stock 04/03/2007 S 5 D \$12.7405 S 5 D \$1.7405 S 5 D \$1.7405 S 8 D \$1.7405 S 9 D \$1.7405 | ASPEN TECHNOLOGY INC /DE/ [AZPN Check all applicable) X Director Officer (give title below) WENT INTERNATIONAL 2 STREET, 29TH FLOOR N MA 02109 (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned (Month/Day/Year) Securities Acquired (A) or price of (Instr. 3) 2.2 Transaction Date (Month/Day/Year) Stock 03/30/2007 S 34 D \$13.1023 2,322 Stock 04/02/2007 S 5 D \$12.7405 2,317 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Securities Conversion of Exercise (Month/Day/Year) Stock 04/03/2007 S 10 D \$12.7405 2,317 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Securities Conversion Date (e.g., puts, calls, warrants, options, convertible securities) Securities Se | ASPENTECHNOLOGY INC /DE/ [AZPN] (First) (Middle) (First) | |

Explanation of Responses:

1. Shares are indirectly beneficially owned as a limited partner of Advent Partners GPE-IV Limited Partnership.

Remarks:

/s/ Jarlyth H. Gibson, attorney-04/03/2007

** 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.

Know all by these presents that the undersigned hereby constitutes and appoints Janet L. Hennessy and Jarlyth H. Gibson, each of them acting singly, his true attorney-in-fact to:

- (1) execute for and on behalf of the undersigned, Rule 144 filings, Forms 3, 4, and 5; related to Aspen Technologies, Inc. in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
- (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 Rule 144 filings, Forms 3, 4, and 5 and the timely filing of such forms with the United States Securities and Exchange Commission and any other authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that any document filed pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in his/her discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary and proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or his/her substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming any of the undersigned's responsibilities to comply with any section of either the Securities Act of 1933 or the Securities Exchange Act of 1934.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 19th day of September 2006.

/s/ David M. McKenna David M. McKenna