

Securities and Exchange Commission
Washington, DC 20549

Report by issuer of securities quoted on the Nasdaq Stock Market, filed pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and Rule 13a-17 or 15d-17 thereunder.

EXACT NAME OF ISSUER AS SPECIFIED IN CHARTER: Aspen Technology, Inc.

ADDRESS OF PRINCIPAL EXECUTIVE OFFICES: 10 Canal Park, Cambridge, MA 02141

ISSUER'S TELEPHONE NUMBER (INCLUDING AREA CODE): 617/577/0100

I. Change in Number of Shares Outstanding

Indicate any change (increase or decrease) of five percent or more in the number of shares outstanding:

1. Title of security Common Stock

2. Number of shares outstanding before the change 9,847,459

3. Number of shares outstanding after the change 19.7 million

4. Effective date of change February 28, 1997

5. Method of change Stock Dividend

Specify method (such as merger, acquisition, exchange, distribution, stock split, reverse split, acquisition of stock for treasury, etc.) Stock split

Give brief description of transaction Two-for-One Stock Split by way of a stock dividend

II. Change in Name of Issuer

1. Name prior to change

2. Name after change

3. Effective date of charter amendment changing name

4. Date of shareholder approval of change, if required

/s/ Lawrence Evans, Chairman & Chief Executive Officer

DATE OFFICER'S SIGNATURE AND TITLE

Return To: The Nasdaq Stock Market
Attn: 10C Form
80 Merritt Boulevard
Trumbull, CT 06611
(203) 375-9609