FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

l	OMB APPRO	OVAL							
	OMB Number:	3235-0287							
l	Estimated average burden								
l	hours per response:	0.5							

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 PARTNERS DMC III  LIMITED PARTNERSHIP						2. Issuer Name and Ticker or Trading Symbol ASPEN TECHNOLOGY INC /DE/ AZPN								all app Direct Offict below	olicable) ctor er (give title v)	X Other below	Owner (specify )
VENT INTE		3. Date of Earliest Transaction (Month/Day/Year) 03/19/2007									r	vieiliber of	group > 10%				
75 STATE STREET, 29TH FLOOR						4. If Amendment, Date of Original Filed (Month/Day/Year)							6. Individual or Joint/Group Filing (Check Applicable Line)				
(Street) BOSTON MA 02109														Form filed by One Reporting Person  Form filed by More than One Reporting  Person			
(St	ate) (	Zip)															
	Tabl	e I - No	on-Deriv	ative	Sec	uritie	s Ac	quirec	l, Di	sposed o	f, or B	enefic	ially	Owne	ed		
Date						Execution Da (Year) if any							and 5) Secur Benet Owne		rities ficially d Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
					Code	v	Amount	(A) or (D)	Price		Trans	action(s)		(Instr. 4)			
Common Stock 03/19/20						007		S		260	D	\$12.	3586		16,590	D	
Common Stock 03/20/20						007		S		382	D	\$12.	\$12.6811		16,208	D	
Common Stock 03/21/20						007		S		371	D	\$12.	\$12.7238		15,837	D	
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																	
Title of conversion curity str. 3)  Title of Conversion or Exercise Price of Derivative Security  Security  3. Transaction Date Execution Date, if any (Month/Day/Year)			on Date, Day/Year)	Transa Code (I 8)	(Instr. Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)  Date Expiration			Amoun or Numbe of		Deriv Secu (Inst	vative ırity	ative derivative Securities 5) Beneficially Owned Following Reported	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
	(Fire Part Part Part Part Part Part Part Part	NT PARTNERS DMC ED PARTNERSHIP  (First) ( VENT INTERNATIONAL RATION E STREET, 29TH FLOOR  N MA ( State) ( Tabl Security (Instr. 3)  Stock Stock  Stock  Tabl  2. Conversion or Exercise Price of Derivative (Month/Day/Year)	NT PARTNERS DMC III ED PARTNERSHIP  (First) (Middle)  VENT INTERNATIONAL RATION E STREET, 29TH FLOOR  N MA 02109  (State) (Zip)  Table I - No Security (Instr. 3)  Stock  Stock  Stock  Table II -  2. Conversion or Exercise Price of Derivative (Month/Day/Year)  I A. Dee Execution of Exercise Price of Derivative (Month/Day/Year)  Stock  3. Transaction Execution of Execution of Exercise Price of Derivative (Month/Day/Year)	(First) (Middle)  VENT INTERNATIONAL RATION E STREET, 29TH FLOOR  Table I - Non-Derivation (e.g., pu  Conversion or Exercise Price of Derivative Security  2. Transaction Date (Month/Day/Year)  Table II - Derivati (e.g., pu  3. Transaction Date (Month/Day/Year)  (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  (Month/Day/Year)	NT PARTNERS DMC III   ED PARTNERSHIP	ASPEN   SPEN   SPEN	ASPEN TE    ASPEN TE   Conversion or Exercise Price of Derivative Security	ASPEN TECHN   SPEN TECHN   Securities Acquired (Month/Day/Year)   Stock   St	ASPEN TECHNOLO  (First) (Middle)  (VENT INTERNATIONAL RATION  E STREET, 29TH FLOOR  Table I - Non-Derivative Securities Acquired (Month/Day/Year)  (State) (Zip)  Table I - Non-Derivative Securities Acquired (Month/Day/Year)  (Stock 03/19/2007 S  Stock 03/21/2007 S  Table II - Derivative Securities Acquired, I (e.g., puts, calls, warrants, option or Exercise Price of Derivative Security  (Month/Day/Year)  ASPEN TECHNOLO  3. Date of Earliest Transaction (03/19/2007  4. If Amendment, Date of Origin  2A. Deemed Execution Date, if any (Month/Day/Year)  (Month/Day/Year)  Stock 03/20/2007 S  Table II - Derivative Securities Acquired, I (e.g., puts, calls, warrants, option or Execution Date (Month/Day/Year)  (Month/Day/Year)  2. Conversion or Exercise Price of Date (Month/Day/Year)  Conversion or Exercise Price of Operivative Securities Acquired (A) or Disposed of Date (Month/Day/Year)  (Month/Day/Year)  ASPEN TECHNOLO  3. Date of Earliest Transaction (03/19/2007  4. If Amendment, Date of Origin  2A. Deemed Execution Date, if any (Month/Day/Year)  Code (Instr. 8)  Execution Date (Month/Day/Year)  Or Disposed of Derivative Securities Acquired (A) or Disposed of (Disposed Of (Dis	ASPEN TECHNOLOGY  ASPEN TECHNOLOGY  ASPEN TECHNOLOGY  ASPEN TECHNOLOGY    Conversion or Exercise Price of Detervative Security   Conversion or Exercise Price of Detervative Security (Month/Day/Year)   Conversion or Exercise Price of Detervative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)	ASPEN TECHNOLOGY INC /Di  ASPEN TECHNOLOGY INC /Di  ASPEN TECHNOLOGY INC /Di  ASPEN TECHNOLOGY INC /Di  BE STREET, 29TH FLOOR  Table I - Non-Derivative Securities Acquired, Disposed of (Instr. and Stock)  Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  Date (Month/Day/Year)  (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of (e.g., puts, calls, warrants, options, convertibe and Execution Date, in of Exercise Price of Derivative Security  Security  Security  Table II - Derivative Securities Acquired, Disposed of (e.g., puts, calls, warrants, options, convertibe and Execution Date, in of Code (Instr. and Spingle and Expiration Date (Month/Day/Year)  ASPEN TECHNOLOGY INC /Di  3. Date of Earliest Transaction (Month/Day/Year)  4. If Amendment, Date of Original Filed (Month/Day/Year)  Transaction Date (Month/Day/Year)  Securities Acquired, Disposed of Original Filed (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of (e.g., puts, calls, warrants, options, convertibe Securities Acquired (A) or Date (Month/Day/Year)  ASPEN TECHNOLOGY INC /Di  3. Date of Earliest Transaction (Month/Day/Year)  2. Transaction Date (Instr. and Instruments)  Transaction Code (Instr. and Instruments)  Stock  3. Transaction Spingle (Instr. and Instruments)  Table II - Derivative Securities Acquired, Disposed of (e.g., puts, calls, warrants, options, convertibe Securities Acquired (A) or Derivative Security Securities Acquired (A) or Derivative Securities Acquired (A)	ASPEN TECHNOLOGY INC /DE/ [ AZ ]  A SPEN TECHNOLOGY INC /DE/ [ AZ ]  A	ASPEN TECHNOLOGY INC /DE/ [ AZPN ]  Balance of Earliest Transaction (Month/Day/Year) 03/19/2007  4. If Amendment, Date of Original Filed (Month/Day/Year)  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Benefic Execution Date, (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)  Stock 03/19/2007 S 260 D \$12.  Stock 03/20/2007 S 382 D \$12.  Stock 03/20/2007 S 371 D \$12.  Table II - Derivative Securities Acquired, Disposed of, or Beneficial (e.g., puts, calls, warrants, options, convertible securities Date (a.g., puts, calls, warrants, options, convertible securities of Code (Instr. 8)  ASPEN TECHNOLOGY INC /DE/ [ AZPN ]  3. Date of Earliest Transaction (Month/Day/Year) 03/19/2007  4. If Amendment, Date of Original Filed (Month/Day/Year) 1/2007  Execution Date, (Month/Day/Year) 1/2007  S 260 D \$12.  Table II - Derivative Securities Acquired, Disposed of, or Beneficial (e.g., puts, calls, warrants, options, convertible securities Derivative Security (Month/Day/Year) 1/2007  Amount of Derivative Security (Month/Day/Year)	ASPEN TECHNOLOGY INC /DE/ [ AZPN ]  (Check   DARTNERS DMC III   DARTNERS   DARTNERSHIP   DARTNERSHIP	ASPEN TECHNOLOGY INC /DE/ [ AZPN   Direct    (First) (Middle) (First) (Middle) (First) (Middle) (Middl	ASPEN TECHNOLOGY INC /DE/ [AZPN]  (Check all applicable)  N MA 02109  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  Security (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year) (Month/Day/Year)  Stock 03/20/2007 S 260 D \$12.3586 116.590  Stock 03/21/2007 S 3 371 D \$12.7238 115.837  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Celegr, puts, calls, warrants, options, convertible Securities Convertible Securities Acquired (A) or Exercise Price of Celegration Date (e.g., puts, calls, warrants, options, convertible Securities Derivative Securities Acquired (A) or Exercise Date (Month/Day/Year) (Month/D	ASPEN TECHNOLOGY INC /DE/ [ AZPN   Check all applicable)   Director Officer (give title x below)   Member of group > 10%

Explanation of Responses:

Remarks:

/s/ Jarlyth H. Gibson, Assistant Compliance Officer 0

03/21/2007

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- $^{\star}$  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.