ASPEN TECHNOLOGY INC /DE/

Form 4 May 18, 2006

FORM 4

Check this box

if no longer

subject to

Section 16.

Form 4 or

obligations

may continue.

See Instruction

Form 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB 3235-0287

OMB APPROVAL

Number:

January 31,

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

2005 Estimated average burden hours per response... 0.5

Expires:

5. Relationship of Reporting Person(s) to

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

Name and Address of Reporting Person *

LIMITED PARTNERSHIP			Symbol ASPEN TECHNOLOGY INC /DE/ [AZPN]				(Check all applicable)			
(Last) (First) (Middle) C/O ADVENT INTERNATIONAL CORPORATION, 75 STATE STREET, 29TH FLOOR			3. Date of Earliest Transaction (Month/Day/Year) 05/17/2006				Director 10% Owner Officer (give titleX Other (specify below) Member of group > 10%			
BOSTON,	(Street) MA 02109 (State)	Filed	Amendment, D (Month/Day/Yea	ar)	urities	A - P	. Individual or Join pplicable Line) X_ Form filed by On Form filed by Moderson red, Disposed of,	ne Reporting Perore than One Re	rson porting	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		3. if Transaction	4. Securities Appropriate Amount	Acquir of (D)	_	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	05/17/2006		С	2,944,400	A	\$ 3.33	2,944,400	I	see footnote	

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series D-1 Convertible Preferred Stock	\$ 3.33 (2)	05/17/2006		C	29,444	(3)	(3)	common stock	2,944,400

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

ADVENT INTERNATIONAL LIMITED PARTNERSHIP C/O ADVENT INTERNATIONAL CORPORATION 75 STATE STREET, 29TH FLOOR BOSTON, MA 02109

Member of group > 10%

Signatures

/s/ Jarlyth H. Gibson, Assistant Compliance Officer

05/18/2006

**Signature of Reporting Person

Date

Explanation of Responses:

- * 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).

These securities are indirectly beneficially owned as a General Partner of the following entities: Advent Energy II Limited Partnership, Advent PGGM Global Limited Partnership, Digital Media & Communications III Limited Partnership, Digital Media & Communications

- (1) III-A Limited Partnership, Digital Media & Communications III-B Limited Partnership, Digital Media & Communications III-C Limited Partnership, Digital Media & Communications III-D C.V., Digital Media & Communications III-E C.V., Global Private Equity III Limited Partnership and Global Private Equity IV Limited Partnership.
- (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 into common stock at any time and on a perpetual basis.

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