

ASPEN TECHNOLOGY INC /DE/
 Form 4/A
 July 20, 2006

FORM 4

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

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
**ADVENT INTERNATIONAL
 CORP/MA**

2. Issuer Name and Ticker or Trading Symbol
**ASPEN TECHNOLOGY INC /DE/
 [AZPN]**

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
75 STATE STREET, 29TH FLOOR
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
07/13/2006

____ Director
 ____ Officer (give title below) 10% Owner
 ____ Other (specify below)
 Member of group > 10%

BOSTON, MA 02109
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
07/17/2006

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	07/13/2006		X		6,006,006	A	\$ 3.33
					6,006,006	I	
Common Stock	07/13/2006		X		1,636,670	D	\$ 3.33
					4,469,336 ⁽³⁾	I	

see footnote (1) (2)
 see footnote (1) (2)

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 Derivative 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 Number of Shares
Warrants to purchase common stock	\$ 3.33	07/13/2006		X	6,006,006	08/14/2003 08/14/2010	Common Stock	6,006,006	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

ADVENT INTERNATIONAL CORP/MA
75 STATE STREET, 29TH FLOOR
BOSTON, MA 02109

Member of group > 10%

Signatures

/s/ Jarlyth H. Gibson, Assistant Compliance Officer

07/20/2006

**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 in the following capacities: as a General Partner of Advent Partners (NA) GPE III Limited Partnership, Advent Partners DMC III Limited Partnership, Advent Partners GPE-III Limited Partnership, Advent Partners GPE-IV Limited Partnership, Advent Partners II Limited Partnership and as a General Partner of Advent International Limited Partnership which in turn is the 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 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.
- (1) Updated to include shares of Common Stock previously owned as a result of the conversion of Preferred Stock to Common Stock.
 - (2) Original Form 4 incorrectly stated the ownership as direct ownership.
 - (3) Updated to include shares of Common Stock previously owned as a result of the conversion of Preferred Stock to Common Stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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