

Pike Christopher  
Form 3  
January 25, 2006

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *             |  | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol                            |  |
| Pike Christopher                                      |  | (Month/Day/Year)                     | ASPEN TECHNOLOGY INC /DE/ [AZPN]                                       |  |
| (Last)  | (First)                                      | (Middle)                             | 01/20/2006   |  |
| C/O ADVENT INTERNATIONAL, 75 STATE STREET, 29TH FLOOR |  |                                      | 4. Relationship of Reporting Person(s) to Issuer                       | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street)  | (Check all applicable)                       |                                      |  |  |
|   | <input checked="" type="checkbox"/> Director | <input type="checkbox"/> 10% Owner   |  |  |
|   | <input type="checkbox"/> Officer             | <input type="checkbox"/> Other       | 6. Individual or Joint/Group Filing(Check Applicable Line)             |  |
|   | (give title below) (specify below)           |                                      | <input checked="" type="checkbox"/> Form filed by One Reporting Person |  |
| BOSTON, MA 02109                                      |  |                                      | <input type="checkbox"/> Form filed by More than One Reporting Person  |  |
| (City)  | (State)                                      | (Zip)                                |  |  |

**Table I - Non-Derivative Securities Beneficially Owned**

|                                    |  |   |  |
|------------------------------------|--|---|--|
| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|

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

SEC 1473 (7-02)

**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 control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

|   |   |  |  |  |  |
|---|---|--|--|--|--|
| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|   | Date Exercisable  | Expiration Date  | Title  | Amount or Number of                                  |  |

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|   |            |                  |              | Shares |                     | or Indirect<br>(I)<br>(Instr. 5) |                             |
|---|------------|------------------|--------------|--------|---------------------|----------------------------------|-----------------------------|
| Series D-1 Convertible Preferred Stock <sup>(1)</sup> | 08/14/2003 | Â <sup>(2)</sup> | common stock | 2,300  | \$ 0 <sup>(1)</sup> | I                                | see footnote <sup>(3)</sup> |
| Warrants to purchase Common Stock                     | 08/14/2003 | 08/14/2010       | common stock | 465    | \$ 3.33             | I                                | see footnote <sup>(3)</sup> |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| Pike Christopher<br>C/O ADVENT INTERNATIONAL<br>75 STATE STREET, 29TH FLOOR<br>BOSTON, MA 02109 | Â X           | Â         | Â       | Â     |

## Signatures

/s/ Janet L. Hennessy,  
Attorney-in-Fact

01/25/2006

\*\*Signature of Reporting Person                      Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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).
- (1) 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 (subject to adjustment).
- (2) Shares may be converted into common stock on a perpetual basis.
- (3) Shares are indirectly beneficially owned as a limited partner of Advent Partners GPE-IV Limited Partnership.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.